

Strictly Private & Confidential

Our Ref: R-10-1

The Directors
RWS Holdings plc
Europa House, Chiltern Park
Chiltern Hill
Chalfont St Peter SL9 9FG

17 January 2017

Dear Sirs

RWS Holdings plc (the "Company")

We refer to the circular to be published by the Company on or around the date of this letter in connection with, inter alia, an authority to make purchases of the Company's own shares and an approval of a waiver under Rule 9 of the City Code on Takeovers and Mergers.

We hereby consent to the publication of the said circular with the inclusion therein of the references to ourselves in the form and context in which they are included.

Yours faithfully

For Numis Securities Limited



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Stuart Skinner
Authorised Signatory
Managing Director, Corporate Broking & Advisory