

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant or other professional independent adviser immediately.

If you have sold or otherwise transferred all of your Ordinary Shares, please forward this document and any accompanying documents as soon as possible to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the Ordinary Shares.

RWS HOLDINGS PLC (THE “COMPANY”)

(incorporated and registered in England and Wales with number 03002645)

NOTICE OF ANNUAL GENERAL MEETING

TO BE HELD AT 11:30 A.M. ON 10 FEBRUARY 2021

AUTHORITY TO MAKE MARKET PURCHASES OF ITS ORDINARY SHARES

Notice of the Annual General Meeting to be held by virtual means at 11:30 a.m. on 10 February 2021 is set out at the end of this document.

Given the current UK Government guidance restricting gatherings in view of the COVID-19 pandemic, Shareholders (and their proxies) will not be permitted physically to attend the Annual General Meeting. The Company will provide facilities for Shareholders (and their proxies) who wish to attend the Annual General Meeting via a virtual meeting facility, details of which are set out in the notes to the Notice of the Annual General Meeting. However, Shareholders will not be able to vote at the Annual General Meeting via the virtual meeting facility.

The Board is asking Shareholders to exercise their votes by submitting their proxy in advance of the Annual General Meeting and to appoint the Chairman of the Annual General Meeting as their proxy with their voting instructions.

If you would like to vote on the Resolutions, you can:

1. log on to www.rwsshareportal.com using the investor number which is on your share certificate or dividend tax voucher and follow the instructions;
2. request a hard copy form of proxy directly from the Company’s Registrars, Link Group, by telephoning +44 (0)371 664 0391 (calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open 09:00 a.m. - 5:30 p.m., Monday to Friday, excluding bank holidays in England and Wales); or

3. in the case of CREST members, utilize the CREST electronic proxy appointment service in accordance with the instructions set out in the notes to the Notice of the 2021 AGM on pages 20 to 24 of this document.

Shareholders are requested to vote as soon as possible, but in any event, to be valid, so as to be received by the Company's Registrars, Link Group, no later than 11:30 a.m. on 8 February 2021. Hard copies of the Proxy Forms should be returned to Link Group at PXS 1, 34 Beckenham Road, Beckenham, BR3 4ZF.

The return of a completed Proxy Form, Electronic Filing or any CREST Proxy Instruction (as defined in the notes to the Notice), will not preclude a member from attending the 2021 AGM virtually, should they subsequently decide to do so, however you must vote in advance of the Annual General Meeting, or appoint the Chairman of the Annual General Meeting as your proxy, for your vote to be counted.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

	2021
Notice of Annual General Meeting posted to Shareholders	15 January
Latest time and date for receipt of Electronic Filings	11:30 a.m. on 8 February
Latest time and date for receipt of completed and signed Proxy Forms	11:30 a.m. on 8 February
Latest time and date for receipt of CREST Proxy Instructions	11:30 a.m. on 8 February
Annual General Meeting	11:30 a.m. on 10 February

DEFINITIONS

“2020 Annual Report”	the annual reports and financial statements of the Company for the financial year ended 30 September 2020;
“Act”	the Companies Act 2006 as amended, restated or re-enacted from time to time;
“2021 AGM” or “Annual General Meeting”	the Annual General Meeting of the Company convened for 11:30 a.m. on 10 February 2021, notice of which is given at the end of this document and any adjournment thereof;
“2020 AGM”	the annual general meeting of the Company held on 12 February 2020;
“Articles”	the Articles of Association of the Company in place on the date of the document;
“Buy-Back Authority”	the proposal to grant authority to the Company to purchase up to 10 per cent of its issued Ordinary Shares as set out in Resolution 16 of the Notice, which will be proposed as a special resolution;
“Company”	RWS Holdings plc;
“CREST”	the United Kingdom paperless share settlement system of which CRESTCo Limited is the Operator (as defined in the Uncertificated Securities Regulations 2001);
“Directors” or “the Board”	the directors of the Company whose names are set out on page 7 of this document;
“Group”	the Company and its subsidiaries;
“Latest Practicable Date”	14 January 2021, being the latest practicable date prior to the publication of this document;
“New Articles”	the proposed new Articles of Association of the Company;
“Notice”	the notice of the 2021 AGM at pages 16 to 19 of this document;

“Ordinary Shares”	the ordinary shares of £0.01 each in the capital of the Company;
“Resolutions”	the resolutions to be proposed at the 2021 AGM, the full text of which is set out in the Notice;
“Rights”	rights to subscribe for or to convert any security into shares;
“Shareholders”	holders of Ordinary Shares.

PART I - LETTER FROM THE CHAIRMAN

RWS HOLDINGS PLC

(incorporated and registered in England and Wales with number 03002645)

Directors:

Andrew S Brode *(Chairman)*
Richard J Thompson *(Chief Executive Officer)*
Desmond K Glass *(Chief Financial Officer and Company Secretary)*
Lara Boro *(Non-Executive Director)*
David H Clayton *(Non-Executive Director)*
Frances M Earl *(Non-Executive Director)*
David E Shrimpton *(Senior Independent Director and Deputy Chairman)*
Gordon M Stuart *(Non-Executive Director)*

Registered and Head Office:

Europa House
Chiltern Park
Chiltern Hill
Chalfont St Peter
Buckinghamshire
SL9 9FG

15 January 2021

Dear Shareholder,

Notice of Annual General Meeting 2021

I am pleased to be writing to you with details of our 2021 AGM which we are holding by virtual means at 11:30 a.m. on 10 February 2021.

The business to be considered by Shareholders at the 2021 AGM is set out in the Notice. I am writing to you with an explanation of how the Annual General Meeting will be conducted in light of the COVID-19 pandemic and of the Resolutions to be proposed at the 2021 AGM, and in particular, to provide you with details of the Buy-Back Authority sought by Resolution 16 and the Adoption of New Articles pursuant to Resolution 17. This letter also includes a recommendation that you vote in favour of the Resolutions as set out in the Notice.

Given the current UK Government guidance restricting gatherings in view of the COVID-19 pandemic, Shareholders (and their proxies) will not be permitted physically to attend the Annual General Meeting. The Company will provide facilities for Shareholders (and their proxies) who wish to attend the Annual General Meeting via a virtual meeting facility, details of which are set out in the notes to the Notice of the Annual General Meeting. However, Shareholders will not be able to vote at the Annual General Meeting via the virtual meeting facility.

The Board is asking Shareholders to exercise their votes by submitting their proxy in advance of the Annual General Meeting and to appoint the Chairman of the Annual General Meeting as their proxy with their voting instructions.

If you would like to vote on the Resolutions, you can:

- 1) log on to www.rwsshareportal.com using the investor number which is on your share certificate or dividend tax voucher and follow the instructions;
4. request a hard copy form of proxy directly from the Company's Registrars, Link Group, by telephoning +44 (0)371 664 0391 (calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open 09:00 a.m. - 5:30 p.m., Monday to Friday, excluding bank holidays in England and Wales); or
5. in the case of CREST members, utilize the CREST electronic proxy appointment service in accordance with the instructions set out in the notes to the Notice of the 2021 AGM on pages 20 to 24 of this document.

Shareholders are requested to vote as soon as possible, but in any event, to be valid, so as to be received by the Company's Registrars, Link Group, no later than 11:30 a.m. on 8 February 2021. Hard copies of the Proxy Forms should be returned to Link Group at PXS 1, 34 Beckenham Road, Beckenham, BR3 4ZF.

The return of a completed Proxy Form, Electronic Filing or any CREST Proxy Instruction (as defined in the notes to the Notice), will not preclude a member from attending the 2021 AGM virtually, should they subsequently decide to do so, however you must vote in advance of the Annual General Meeting, or appoint the Chairman of the Annual General Meeting as your proxy, for your vote to be counted.

Business to be transacted at the 2021 AGM

Resolutions 1 to 12 (inclusive) set out in the notice of the 2021 AGM deal with the ordinary business to be transacted at the 2021 AGM. Resolutions 1 to 13 (inclusive) are ordinary resolutions. Resolutions 14, 15, 16 and 17 are special resolutions.

Resolution 1 - Report and accounts

The Directors must present to the meeting the audited annual accounts, together with the strategic report, the Directors' report and the Auditor's report for the financial year ended 30 September 2020.

Resolution 2 - Directors' remuneration report

Shareholders are being asked to approve the Directors' remuneration report for the financial year ended 30 September 2020 which is set out on pages 52 to 55 in the 2020 Annual Report.

Resolution 3 - Final dividend

Shareholders are being asked to approve a final dividend of 7.25 pence per Ordinary Share for the financial year ended 30 September 2020. If the recommended final dividend is approved, the

dividend will be paid on 19 February 2021 to all Shareholders appearing on the Company's Register of Members at the close of business on 22 January 2021.

Resolutions 4 to 10 – Election and Re-election of Directors

Notwithstanding that neither the Articles nor the QCA Guidelines (the corporate governance code to which the Company adheres) require them to do so, all of the Directors (except David Shrimpton, who will not stand for re-election) are standing for re-election as has increasingly become the market practice and standard of good corporate governance adopted by companies of equivalent standing to the Company. Each of David Clayton, Frances Earl and Gordon Stuart have joined the Board since the last annual general meeting of the Company and are accordingly seeking election by shareholders at the 2021 AGM. The biographies of each of the Directors standing for election and re-election, as applicable, can be found on pages 30 to 31 of the 2020 Annual Report.

Resolutions 11 and 12 - Re-appointment and remuneration of Auditors

The Company is required to appoint auditors at each general meeting at which accounts are laid before the Company. Shareholders will be asked to confirm the re-appointment of PricewaterhouseCoopers LLP as the Company's Auditors to hold office until the conclusion of the annual general meeting of the Company in 2022.

Notwithstanding that neither the Articles nor the QCA Guidelines (the corporate governance code to which the Company adheres) require them to do so, the Shareholders will be asked in a separate resolution to grant authority to the Directors to determine the Auditor's remuneration for that period as has increasingly become the market practice and standard of good corporate governance adopted by companies of equivalent standing to the Company.

Further explanation in relation to Resolutions 13, 14, 15, 16 and 17 being the special business to be transacted at the 2021 AGM, is set out below.

Resolution 13 - Authority to allot shares or to grant subscription or pre-emption rights over shares

The purpose of Resolution 13 is to renew the Directors' power to issue and allot new Ordinary Shares in the Company.

Under section 549 of the Act, the Directors are prevented, subject to certain exceptions, from allotting shares in the Company or from granting rights to subscribe for, or to convert any security into, shares in the Company ("**Rights**") without the authority of the Shareholders in general meeting. Resolution 13, which will be proposed as an ordinary resolution at the 2021 AGM, authorizes the Directors to allot shares and grant Rights up to an aggregate nominal value of £1,295,090 (representing, in accordance with the guidelines published by the Investment Association, approximately one third of the nominal value of the ordinary share capital of the Company in issue on the Latest Practicable Date).

If Resolution 13 is passed, the Directors' authority will expire on the earlier of 10 May 2022 and the conclusion of the annual general meeting of the Company in 2022 save that the Company before such expiry may make an offer or agreement which would or might require shares to be allotted and issued after such expiry and the Directors may allot and issue shares in pursuance of such an offer or agreement as if the authority had not expired.

The Directors have no immediate plans to make use of this authority otherwise than in connection with the employee share schemes to the extent permitted by such schemes or, if appropriate, in respect of any business opportunities that may arise consistent with the Company's strategic objectives.

The Company does not currently hold any Ordinary Shares in treasury.

Resolutions 14 and 15 - Disapplication of pre-emption rights

If the Directors wish to allot new shares and other equity securities, or sell treasury shares for cash (other than in connection with an executive or employee share scheme), the Act requires that these shares are offered first to the Shareholders, in proportion to their existing holdings. The Board considers it desirable to have flexibility, as permitted by corporate governance guidelines, to respond to market developments and to enable allotments to take place to finance business opportunities without making a pre-emptive offer to existing Shareholders.

The existing authority disapplying this pre-emption right conferred by a special resolution at the 2020 AGM is soon to expire. It is therefore proposed that it be renewed. Resolutions 14 and 15, which are proposed as special resolutions, reflect the recommendations of the Pre-Emption Group's Statement of Principles. If passed, these resolutions will enable the Directors to allot equity securities for cash without having to comply with statutory pre-emption rights, but this power will be limited to allotments: (a) in connection with a rights issue, open offer or other pre-emptive offer to ordinary shareholders and to holders of other equity securities (if required by the rights of those securities or the Directors otherwise consider necessary), but (in accordance with normal practice) subject to such exclusions or other arrangements; (b) up to an aggregate nominal amount of £194,264 (which represents approximately 5 per cent of the issued ordinary share capital of the Company as at the Latest Practicable Date; and (c) in addition to the authority referred to in (b) above, up to an aggregate nominal amount of £194,264 (which represents approximately 5 per cent of the issued ordinary share capital of the Company as at the Latest Practicable Date) for use only for the purposes of financing or refinancing an acquisition or capital investment of the kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights published by the Pre-Emption Group.

If Resolutions 14 and 15 are passed, the Directors' authority will expire on the earlier of 10 May 2022 and the conclusion of the annual general meeting of the Company in 2022 and permits the Board to allot and issue shares (or sell shares from treasury) after expiry of the disapplication if it has agreed to do so beforehand.

Resolution 16 – The Buy-Back Authority

Resolution 16 is to authorise the Company to make market purchases of up to 10 per cent of the issued share capital of the Company, and for such authority to be exercisable until the earlier of 10 May 2022 and the conclusion of the annual general meeting of the Company in 2022 and permits the Company to make market purchases after expiry of the expiration of such authority if it has agreed to do so beforehand.

The maximum price payable for the purchase by the Company of Ordinary Shares will be limited to the higher of: a) the price 5 per cent above the average of the middle market quotations of such Ordinary Shares, as derived from the Daily Official List of the London Stock Exchange plc for the five business days prior to the purchase; b) the price of the last independent trade of an Ordinary Share; and c) the highest current independent bid for an Ordinary Share as derived from the

London Stock Exchange Trading System (SETS). The minimum price payable by the Company for the purchase of Ordinary Shares will be £0.01 per share (being the nominal value of an Ordinary Share).

In accordance with the recommendation of the Investment Association, this resolution is being proposed as a special resolution.

The Directors would use the Buy-Back Authority with discretion, and purchases would only be made from the Company's distributable reserves not required for other purposes and in the light of market conditions prevailing at the time. Notwithstanding that the Company has bank facilities in place, the Company will not request from its finance provider to borrow any additional funds to purchase Ordinary Shares pursuant to the Buy-Back Authority. In reaching a decision to purchase Ordinary Shares, the Directors would take account of the Company's cash resources and capital and the effect of such purchase on the Company's business, and would only make market purchases pursuant to the Buy-Back Authority if satisfied that they would increase earnings per Ordinary Share and be in the interests of Shareholders generally. No announcement will be made by the Company in advance of market purchases, but any purchases made by the Company would be announced by 7.30 a.m. on the next business day following the transaction.

Nothing said above regarding the Company's intentions regarding repurchasing Ordinary Shares should be taken as an indication that, if the Buy-Back Authority is granted and exercised, earnings per share will necessarily be greater than those for the preceding financial period.

If the Buy-Back Authority is granted, the Board may take advantage of the treasury share regime under the Act, and may decide to hold in treasury a maximum of 10 per cent of the issued Ordinary Share capital bought back from Shareholders, pursuant to the authority being sought under Resolution 16.

The Company will only be able to hold in treasury Ordinary Shares which are purchased using distributable reserves of the Company. Such Ordinary Shares would be held by the Company in its own name and would in the future either be sold for cash, used to meet the Company's obligations under employee share schemes, or cancelled at a later date. Any Ordinary Shares held in treasury by the Company would remain listed, although the Company would not be able to attend meetings, exercise any voting rights, or receive any dividend or other distribution (save for any issue of bonus shares) in respect of any Ordinary Shares held in treasury. Once any such Ordinary Shares are sold or transferred out of treasury, the new legal owners of the Ordinary Shares would be able to exercise the usual rights from time to time attaching to such shares. In the opinion of the Board, having the ability to hold Ordinary Shares bought back into treasury allows for greater flexibility, and may save the Company some of the costs associated with issuing new Ordinary Shares. As with any new issues and allotments of shares, a sale of treasury shares for cash may attract pre-emption rights.

Resolution 17 – Adoption of New Articles

The Directors are seeking approval to amend the Articles. The current Articles were reviewed during the process when the Company acquired SDL plc and it was noted that they had not been updated since 15 February 2010 and it was recognised that certain provisions ought to be updated better to reflect good corporate governance and to reflect changes in company law and market practice in recent years.

The provisions regulating the operations of the Company are currently set out in the Company's memorandum and Articles. The Company's memorandum contains, among other things, the objects clause which sets out the scope of the activities the Company is authorised to undertake. This is drafted to give a wide scope. The Act, when it came into force, significantly reduced the constitutional significance of a company's memorandum. The Act provides that a memorandum will record only the names of subscribers and the number of shares each subscriber has agreed to take in the company. Under the Act the objects clause and all other provisions which are contained in a company's memorandum, for existing companies at 1 October 2009, are deemed to be contained in the company's Articles of Association but a company can remove these provisions by special resolution. Further the Act states that unless a company's Articles provide otherwise, a company's objects are unrestricted. This abolishes the need for companies to have specific objects clauses as used to be required. For this reason the Company is proposing to remove its objects clause together with all other provisions of its memorandum which, by virtue of the Act, are now treated as forming part of the Company's Articles. Resolution 17 confirms the removal of these provisions for the Company. As the effect of this resolution will be to remove the statement currently in the Company's memorandum of association regarding limited liability, the New Articles also contain an express statement regarding the limited liability of Shareholders.

Resolution 17 further proposes that the Company amends its constitution by adopting New Articles to take account of changes in company law and technology and to expressly permit the Company to hold combined physical and virtual (or 'hybrid') general meetings and to grant Directors powers to facilitate such meetings.

The principal changes to the Articles proposed to reflect changes in company law and technology are as follows:

- The New Articles remove the reference to an authorised share capital, in accordance with market practice for listed companies, because the requirement is no longer required under the Act. This means that the Company can seek an authority at each annual general meeting for the Directors to allot new shares without any limitation in its Articles but only limited by the relevant authority sought from Shareholders from time to time in general meeting.
- The New Articles remove the concept of an extraordinary resolution because it no longer exists under the Act. Where the Articles refer to an extraordinary resolution, the New Articles substitute this for a special resolution.
- Specific references to sections in the Companies Act 1985 have been amended to refer to their counterparts in the Act (for example in respect of provisions differentiating meetings of holders of a class of shares from general meetings, and in respect of suspension of rights for non-disclosure of interest).
- The New Articles delete the provisions to increase share capital or to cancel shares by ordinary resolution on the basis that the procedures set out in the Act for increasing or reducing share capital must be followed.
- The New Articles allow the Board to determine that a share certificate need not be signed autographically or at all and to require that the operator of CREST or other applicable uncertificated system convert any share held in uncertificated form into certificated form, in the interest of having the greater flexibility.

- The New Articles reflect the provisions in the Act with respect to interest rates payable in respect of any call which is not paid when due, providing for an appropriate rate of interest being 5% per annum or such other rate as may be specified by order made by the Secretary of State, replacing the rate of 20% as is currently provided for in the Articles.
- The provisions in the New Articles which deal with transmission have been updated to include a member's bankruptcy and transmissions that occur by operation whereas in the Articles the equivalent provisions only cover a member's death.
- The New Articles give the Chairman the ability to decide whether votes are cast on a show of hands or on a poll, as is market practice, in the interest of proper and orderly conduct of meetings.
- The New Articles delete reference to instruments being delivered by facsimile to reflect updates in technology resulting in facsimile no longer being a frequently used communications method.
- The New Articles allow for documents, notices, information and communications to be delivered and executed (if applicable) in electronic form, by electronic means and/or to an electronic address (if applicable), to reflect changes in the law and technology, and for convenience. This includes allowing for notices or documents to be given to any member by making them available on a website.
- The New Articles change the minimum number of Directors that can constitute the Board from three to two, and remove the maximum number of Directors, to provide greater flexibility and reflect market practice.
- The New Articles allow an alternate director to cease to be an alternate director if he resigns, which is market practice.
- The New Articles allow a Director who has declared his/her interest to the Board to be interested in shares or other securities issued by the Company, as is permitted under the Act.
- The capitalisation of profits and reserves provisions in the New Articles which deal with treasury shares have been clarified to make clear that where treasury shares are bought back, the Company will be deemed to be their holder.
- The New Articles state that where Directors have not been elected or re-elected at an annual general meeting and this results in the total number of Directors being fewer than the minimum number required, all retiring Directors who stood for re-election at the annual general meeting shall be deemed to be re-elected and shall remain in office for certain limited purposes. The New Articles require a general meeting to be convened as soon as reasonably practicable after the date of the relevant annual general meeting in order to elect, or ratify the election of, new Directors and for the existing Directors who were not re-elected at the annual general meeting to retire.
- The New Articles amend the maximum amounts of (i) borrowings and (ii) Directors' fees which the Directors can authorise without Shareholder approval, to reflect customary

market practice and better to reflect the levels companies equivalent to the Company may require.

The proposed amendments to the Articles in connection with hybrid general meetings are to reflect recent developments in market practice, particularly in light of the COVID-19 pandemic. The principal changes are as follows:

- The New Articles provide that the Company may hold 'hybrid' general meetings which would enable members to attend and participate in the business of the meeting by attending at a physical location (in a principal place or in more than one place) or by means of a virtual facility or facilities, in accordance with the Companies (Shareholders' Rights) Regulations 2009 and the Act.
- The regulations which permit hybrid general meetings during the COVID-19 pandemic and supersede the provisions in a company's Articles of Association, apply to general meetings held on or before 30 March 2021 and are not anticipated to be permanent. The relevant provisions proposed in the New Articles would be necessary for the Company to avail itself of this facility in the future.
- The New Articles are not intended to permit the Company to hold general meetings solely by virtual means. The Company will remain able to hold physical general meetings as at present and as has been typically the practice.
- This change is intended to make it easier for members and other attendees to attend and participate in future general meetings and to facilitate better engagement, while providing the Directors with the flexibility should they need to make alternative arrangements for participation in meetings (including where physical participation may be prevented or restricted).
- The New Articles include a number of consequential changes to enable hybrid general meetings to take place.

Although the Company has no plans at the current time to routinely hold hybrid general meetings in the future, it considers the ability to hold hybrid general meetings to be in the best interests of Shareholders as a whole and to reflect evolving investor sentiment and market practice.

Other changes which are of a minor, technical or clarifying nature, have not been summarised.

The current and proposed Articles of Association are available for inspection on our website www.rws.com as set out in note 16 on page 23 of this document.

Directors' Recommendations

Resolutions 1 to 17

The Directors consider that Resolutions 1 to 17 are likely to promote the success of the Company and are in the best interests of the Shareholders and the Company as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of Resolutions 1 to 17 at the 2021 AGM, as they intend to do in respect of their own beneficial holdings.

Yours faithfully

Andrew Brode
Chairman

**NOTICE OF ANNUAL GENERAL MEETING
RWS HOLDINGS PLC**

(incorporated and registered in England and Wales under number 03002645)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **2021 ANNUAL GENERAL MEETING** of RWS Holdings plc (the “**Company**”) will be held by virtual means at 11:30 a.m. on 10 February 2021, for the transaction of the business set out below.

Given the current UK Government guidance restricting gatherings in view of the COVID-19 pandemic, Shareholders (and their proxies) will not be permitted physically to attend the Annual General Meeting. The Company will provide facilities for Shareholders (and their proxies) who wish to attend the Annual General Meeting via a virtual meeting facility, details of which are set out in the notes to the Notice of the Annual General Meeting. However, Shareholders will not be able to vote at the Annual General Meeting via the virtual meeting facility.

The Board is asking Shareholders to exercise their votes by submitting their proxy in advance of the Annual General Meeting and to appoint the Chairman of the Annual General Meeting as their proxy with their voting instructions.

Ordinary Business

To consider and, if thought fit, to pass the following Resolutions which will be proposed as ordinary resolutions:

1. To receive and adopt the Company’s annual accounts for the financial year ended 30 September 2020, together with the strategic report, the Directors’ report and the Auditor’s report.
2. To receive and approve the Directors’ remuneration report for the financial year ended 30 September 2020.
3. To declare the final dividend for the year ended 30 September 2020 of 7.25 pence per Ordinary Share payable to Shareholders on the register at the close of business on 22 January 2021.
4. To re-elect Andrew Brode as a Director.
5. To re-elect Richard Thompson as a Director.
6. To re-elect Desmond Glass as a Director.
7. To re-elect Lara Boro as a Director.
8. To elect Frances Earl as a Director.
9. To elect David Clayton as a Director.

10. To elect Gordon Stuart as a Director.
11. To reappoint PricewaterhouseCoopers LLP as Auditors to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting of the Company at which accounts are laid before the Company.
12. To authorize the Directors to determine the Auditor's remuneration.

Special Business

13. **THAT:**
 - (a) the Directors be generally and unconditionally authorized under section 551 of the Companies Act 2006 (the "**2006 Act**") to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company ("**Rights**") up to an aggregate nominal amount of £1,295,090;
 - (b) this authority shall expire (unless previously revoked, varied or renewed by the Company) on the earlier of 10 May 2022 or the conclusion of the annual general meeting of the Company in 2022;
 - (c) the Company may make an offer or agreement before this authority expires which would or might require shares to be allotted or Rights to be granted after it has expired and the Directors may allot shares or grant Rights in pursuance of any such offer or agreement notwithstanding that the power conferred by this Resolution has expired; and
 - (d) all previous authorities to allot shares or grant Rights, to the extent unused, shall be revoked.

To consider and, if thought fit, to pass the following Resolutions which will be proposed as special resolutions:

14. **THAT** subject to the passing of Resolution 13 above, the Directors shall have the power under section 570 of the 2006 Act to allot equity securities (as defined in section 560 of the 2006 Act) for cash pursuant to the general authority conferred on them by Resolution 13 above and/or to sell equity securities held as treasury shares for cash pursuant to section 727 of the 2006 Act, in each case as if section 561 of the 2006 Act did not apply to any such allotment or sale, provided that this power shall be limited to:
 - (a) any such allotment and/or sale of equity securities in connection with an offer or issue by way of rights or other pre-emptive offer or issue, open for acceptance for a period fixed by the Directors, to holders of ordinary shares of 1 pence each (the "**Ordinary Shares**") (other than the Company) on the register on any record date fixed by the Directors in proportion (as nearly as may be) to the respective number of Ordinary Shares deemed to be held by them, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and

- (b) any such allotment and/or sale, otherwise than pursuant to sub-paragraph (a) above, of equity securities having, in the case of Ordinary Shares, an aggregate nominal value or, in the case of other equity securities, giving the right to subscribe for or convert into Ordinary Shares having an aggregate nominal value, not exceeding the sum of £194,264.

This authority shall expire, unless previously revoked or renewed by the Company in general meeting, at such time as the general authority conferred on the Directors by Resolution 13 expires, except that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted or equity securities held as treasury shares to be sold after such expiry and the Directors may allot equity securities and/or sell equity securities held as treasury shares in pursuance of such an offer or agreement as if the power conferred by this Resolution had not expired.

15. **THAT**, in addition to any authority granted under Resolution 14, the Directors be empowered pursuant to section 570 of the 2006 Act to allot equity securities (as defined in section 560 of that Act) for cash pursuant to the general authority conferred on them by Resolution 13 and/or to sell equity securities held as treasury shares for cash pursuant to section 727 of the 2006 Act, in each case as if section 561 of that 2006 Act did not apply to any such allotment or sale, provided that this power shall be:

- (a) limited to any such allotment and/or sale of equity securities having, in the case of Ordinary Shares, an aggregate nominal value or, in the case of other equity securities, giving the right to subscribe for or convert into Ordinary Shares having an aggregate nominal value, not exceeding the sum of £194,264; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this document.

This authority shall expire, unless previously revoked or renewed by the Company in general meeting, at such time as the general authority conferred on the Directors by Resolution 13 expires, except that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted or equity securities held as treasury shares to be sold after such expiry and the Directors may allot equity securities and/or sell equity securities held as treasury shares in pursuance of such an offer or agreement as if the power conferred by this Resolution had not expired.

16. **THAT**, the Company be, and it is hereby, generally and unconditionally authorized for the purpose of sections 693 and 701 of the 2006 Act to make one or more market purchases (within the meaning of section 693(4) of the 2006 Act) of Ordinary Shares upon such terms and in such manner as the Directors of the Company shall determine, provided that:

- (a) the maximum aggregate number of Ordinary Shares authorised to be purchased is 38,852,700 (representing 10 per cent of the issued share capital of the Company as at 14 January 2021);
- (b) the minimum price which may be paid for such Ordinary Shares is £0.01 per share (exclusive of expenses);
- (c) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share cannot be more than an amount equal to 105 per cent of the average of the closing middle market price for an Ordinary Share as derived from the AIM appendix to the London Stock Exchange's Daily Official List for the five business days immediately prior to the day the purchase is made;
- (d) unless previously renewed, varied or revoked, the authority hereby conferred shall expire on the earlier of 10 May 2022 or the conclusion of the annual general meeting of the Company in 2022; and
- (e) the Company may make a contract or contracts to purchase Ordinary Shares under this authority prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of Ordinary Shares in pursuance of any such contract or contracts.

17. **THAT:**

- (a) the Articles be amended by deleting all the provisions of the Company's memorandum of association which, by virtue of section 28 of the Act, are to be treated as provisions of the Company's Articles; and
- (b) the draft New Articles produced to the meeting and signed by the Chairman be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles, to take effect immediately.

15 January 2021

By order of the Board

Desmond Glass
Company Secretary

Registered Office: Europa House, Chiltern Park, Chiltern Hill, Chalfont St Peter, Buckinghamshire, SL9 9FG Registered in England and Wales under number 03002645

NOTICE OF ANNUAL GENERAL MEETING - NOTES

The following notes explain your general rights as a Shareholder, as they will apply in respect of the 2021 AGM:

1. Given the current UK Government guidance restricting gatherings in view of the COVID-19 pandemic, Shareholders (and their proxies) will not be permitted physically to attend the Annual General Meeting. The Company will provide virtual meeting facilities for Shareholders (and their proxies) who wish to attend the Annual General Meeting, details of which are set out in these notes. However, Shareholders will not be able to vote at the Annual General Meeting via the virtual meeting facility. The Board is asking Shareholders to exercise their votes by submitting their proxy in advance of the Annual General Meeting and to appoint the Chairman of the Annual General Meeting as their proxy with their voting instructions.
2. To be entitled to attend and vote at the 2021 AGM (and for the purpose of the determination by the Company of the number of votes they may cast), Shareholders must be registered in the Company's Register of Members at close of business on 8 February 2021 (or, in the event of any adjournment, 48 hours before the time of the adjourned meeting). Changes to the Company's Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the 2021 AGM.
3. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend and vote on their behalf at the 2021 AGM. As indicated above, we are asking that members appoint the Chairman as their proxy in light of the current restrictions on gatherings. A Shareholder may appoint more than one proxy in relation to the 2021 AGM provided that each proxy must be appointed to exercise the rights attached to a different share or shares held by that Shareholder. The return of a completed Proxy Form or Electronic Filing or any CREST Proxy Instruction (as described in note 6 below) will not prevent a Shareholder from attending the 2021 AGM virtually if they wish to do so, however you must vote in advance of the Annual General Meeting, or appoint the Chairman of the Annual General Meeting as your proxy, for your vote to be counted. **Shareholders should note that whilst COVID-19 restrictions on gatherings remain in place it will not be possible for Shareholders or their proxies to attend the Annual General Meeting in person. The Company will provide facilities for Shareholders (and their proxies) who wish to attend the Annual General Meeting via a virtual meeting facility, details of which are set out in note 18 below.**
4. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first-named being the most senior).
5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at their discretion. Your proxy will vote (or abstain

from voting) as they think fit in relation to any other matter which is put before the 2021 AGM.

6. You can vote either by:
- (a) logging on to www.rwsshareportal.com using the investor number which is on your share certificate or dividend tax voucher and following the instructions (“**Electronic Filing**”);
 - (b) requesting a hard copy form of proxy (“**Proxy Form**”) directly from the Company’s Registrars, Link Group (“**Registrars**”), by telephoning +44 (0)371 664 0391 (calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open 09:00 a.m. - 5:30 p.m., Monday to Friday, excluding bank holidays in England and Wales); or
 - (c) in the case of CREST members who hold shares in uncertificated form, utilizing the CREST electronic proxy appointment service in accordance with the procedures set out below (“**CREST Proxy Instruction**”).

Shareholders are requested to vote as soon as possible, but in any event, to be valid, so as to be received by the Registrars no later than 11:30 a.m. on 8 February 2021. Hard copy Proxy Forms and any authority under which it is executed (or a notarially certified copy of such authority) must be returned to the Registrars, Link Group, at PXS 1, 34 Beckenham Road, Beckenham, BR3 4ZF.

7. If you return more than one proxy appointment in respect of the same Ordinary Share, either by paper or electronic communication (Electronic Filing or CREST Proxy Instruction), the appointment received last by the Registrars before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all Shareholders and those who use them will not be disadvantaged.
8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the 2021 AGM and any adjournment(s) of the meeting by using the procedures described in the CREST Manual (available from www.euroclear.com/site/public/EUI). CREST Personal Members or other CREST sponsored members and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
9. In order for a proxy appointment or instruction made using the CREST service to be valid, the CREST Proxy Instruction must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Registrars (ID:RA10) by no later than 11:30 a.m. on 8 February 2021 (being not less than 48 hours before the time for holding the meeting). For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host)

from which the Registrars are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

10. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his/her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
11. Any corporation which is a Shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a Shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.
12. As at 14 January 2021 (being the last practicable date before the publication of this document), the Company's ordinary issued share capital consists of 388,527,003 Ordinary Shares carrying one vote each. Therefore, the total voting rights in the Company as at 14 January 2021 are 388,527,003.
13. Under Section 527 of the 2006 Act, Shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's financial statements (including the Auditor's report and the conduct of the audit) that are to be laid before the 2021 AGM; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous AGM at which annual financial statements and reports were laid in accordance with Section 437 of the 2006 Act (in each case) that the Shareholders propose to raise at the relevant meeting. The Company may not require such Shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the 2006 Act. Where the Company is required to place a statement on a website under Section 527 of the 2006 Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the 2021 AGM for the relevant financial year includes any statement that the Company has been required under Section 527 of the 2006 Act to publish on a website.
14. Any Shareholder attending the Annual General Meeting is eligible to ask questions. If you wish to ask questions at the Annual General Meeting, you can submit your questions in writing in the webcast player during the event. Alternatively, shareholders can submit questions to the Board in advance of the 2021 AGM by entering their

questions in the Q&A box on the registration page, or by e-mailing the Company Secretary at investors@rws.com. The deadline for submitting questions in advance by email to the Company Secretary is close of business on 8 February 2021. You can also submit questions online if you are casting your vote or appointing your proxy at www.rwsshareportal.com, whilst doing so, for which the deadline will be 11:30 a.m. on 8 February 2021. The Company must cause to be answered any such question relating to the business being dealt with at the 2021 AGM, but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the 2021 AGM or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the 2021 AGM that the question be answered.

15. Voting on all Resolutions will be by way of a poll and not by show of hands. Resolutions 1 to 13 (inclusive) are each proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of each resolution. Resolutions 14, 15, 16 and 17 are each proposed as special resolutions. This means that for each of those resolutions to be passed, at least three quarters of the votes cast must be in favour of each resolution.
16. Copies of the following documents will be made available for inspection on the Company's website at <https://www.rws.com/investor-relations/>:
 - (a) the memorandum and Articles of the Company;
 - (b) the 2020 Annual Report, 2019 Annual Report and 2018 Annual Report;
 - (c) copies of the New Articles; and
 - (d) this document.

Copies of the following documents will be made available for inspection on request from the Company Secretary by emailing investors@rws.com:

- (e) the service contracts between the Company and each of the Executive Directors of the Company; and
 - (f) the letters of appointment between the Company and each of the Non-Executive Directors of the Company.
17. You may not use any electronic address (within the meaning of Section 333(4) of the 2006 Act) provided in either this document or any related documents to communicate with the Company for any purposes other than those expressly stated.
18. Access to the Virtual Meeting Platform

You may attend the 2021 AGM virtually using your smartphone, tablet or computer. You will be able to view and listen to a live webcast of the 2021 AGM and submit questions to the Directors in writing, however, as explained above, you will not be able to vote at the event. To join the 2021 AGM virtually, you will need to visit <https://www.rws.com/investor-relations/> from your device. To log in to the 2021 AGM, you will be prompted to enter your unique Login Code (which is your full 11 digit Investor Code ("IVC") including any zeros) and your PIN number (which is the last 4 digits of

your IVC). This will authenticate you as a Shareholder. If you are not in receipt of your IVC this can be found on a share certificate or dividend tax voucher, or alternatively you can sign in to www.rwsshareportal.com to obtain your IVC.

If, however, you cannot find your IVC and do not have access to www.rwsshareportal.com then please contact Link Group on +44 (0) 371 664 1020* before 10 February 2021 to obtain your IVC in order to log in to the Annual General Meeting.

Access to the Annual General Meeting will be available from 11:00 a.m. on 10 February 2021 although you will not be able to submit questions until the Annual General Meeting is declared open.

If you wish to appoint a proxy and for them to attend the virtual Annual General Meeting on your behalf, please contact Link Group on telephone number +44 (0) 371 277 1020*.

If your shares are held within a nominee and you wish to access the virtual Annual General Meeting, you will need to contact your nominee immediately. Your nominee will need to have completed a letter of representation and presented this to Link Group, our Registrars, no later than 72 hours before the start of the Annual General Meeting in order to obtain your unique Login Code and PIN number to access the virtual Annual General Meeting. If you are in any doubt about your shareholding, please contact our Registrars.

** Lines are open from 9.00 a.m. to 5.30 p.m. Monday to Friday, calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate.*

A copy of this document, and other information required by Section 311A of the 2006 Act, can be found on the Company's website at <https://www.rws.com/investor-relations/>.