

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 adviser.

If you have sold or otherwise transferred all of your shares, please pass this document together with the accompanying documents 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 shares.

RWS HOLDINGS plc

(the "Company")

(Company Number: 3002645)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an **ANNUAL GENERAL MEETING** of the Company will be held at the offices of Olswang, 90 High Holborn, London WC1V 6XX, on 11 February 2008, commencing at 11.00 a.m. for the following purposes:

Ordinary Business

To consider and, if thought fit, pass the following ordinary resolutions:

1. To receive and adopt the Company's annual accounts for the financial year ended 30 September 2007, together with the last report of the Company's directors, the last directors' remuneration report and the auditors' report.
2. To approve the directors' remuneration report for the year ended 30 September 2007.
3. To declare the final dividend for the year ended 30 September 2007 of 6.50 pence per ordinary share payable to shareholders on the register at the close of business on 25 January 2008.
4. To reappoint the following director who retires by rotation: Mr John Ivey.
5. To reappoint the following director who retires by rotation: Mr Peter Mountford.
6. To reappoint BDO Stoy Hayward 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 and to authorise the Directors to determine the Auditors' remuneration.
7. **THAT:**
 - 7.1 the directors be generally and unconditionally authorised under section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities (as defined in that section) up to an aggregate nominal amount of £671,990.58;
 - 7.2 this authority shall expire (unless previously revoked by the Company) on the earlier of 11 May 2009 and the conclusion of the annual general meeting of the Company in 2009;
 - 7.3 the Company may make an offer or agreement before this authority expires which would or might require relevant securities to be allotted after it has expired and the directors may allot relevant securities in pursuance of any such offer or agreement notwithstanding that this authority has expired; and
 - 7.4 all previous authorities to allot relevant securities, to the extent unused, be revoked

Special Business

To consider and, if thought fit, pass the following special resolution:

8. **THAT:**

- 8.1 subject to the passing of resolution 7, the directors shall have the power under section 95 of the Act to allot equity securities (as defined in section 94 of the Act) for cash under the authority conferred by resolution 7 as if section 89(1) of the Act did not apply to the allotment;
- 8.2 this power shall be limited to:
- 8.2.1 the allotment of equity securities in connection with an offer or issue of such securities to holders of ordinary shares on the register on a date fixed by the directors, whether by way of rights issue, open offer or otherwise, in proportion (as nearly as practicable) to their respective holdings on that date or in accordance with the rights attached to them but subject to such exclusions and other arrangements as the directors may consider appropriate in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; and
- 8.2.2 the allotment (other than under paragraph 8.2.1 above) of equity securities having, in the case of relevant shares (as defined for the purposes of section 89), a nominal amount or, in the case of other equity securities, giving the right to subscribe for or convert into relevant shares having a nominal amount, not exceeding in aggregate £100,798.59;
- 8.3 this power shall cease to have effect on the earlier of 11 May 2009 and the date on which the authority conferred by resolution 7 is revoked or expired.
- 8.4 the Company may make an offer or agreement before this authority expires which would or might require equity securities to be allotted after it expires and the directors may allot equity securities in pursuance of that offer or agreement notwithstanding that the authority has expired; and
- 8.5 this power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 94(3A) of the Act as if in paragraph 8.1 the words "under the authority conferred by resolution 7" were omitted.

By Order of the Board

M A McCarthy

Secretary

Dated: 11 January 2008

Registered office:

8 Baker Street, London W1U 3LL

The directors of the Company consider that all the proposals to be considered at the Annual General Meeting are in the best interests of the Company and its members as a whole and are most likely to promote the success of the Company for the benefit of its members as a whole. The directors unanimously recommend that you vote in favour of all the proposed resolutions.

NOTICE OF ANNUAL GENERAL MEETING – NOTES

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice.
2. To be effective, the instrument appointing a proxy and any authority under which it is executed (or a notarially certified copy of such authority) must be deposited at Capita Registrars (Proxies), The Registry, P O Box 25, Beckenham, Kent BR3 4BR not less than 48 hours before the time for holding the meeting. The return of a completed proxy form or other such instrument will not prevent a shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so.
3. The Companies Act 1985 provides that if directors wish to issue new securities for cash, they must first be offered to current holders of shares in proportion to the number of shares they each hold at that time. The existing authority disapplying this pre-emption right conferred by a special resolution at the last annual general meeting of the Company held on 8 February 2007 is soon to expire and it is therefore proposed that it be renewed. Resolution 8 authorises the directors to allot shares for cash as if the pre-emption right does not apply up to an aggregate nominal value of £100,798.59 which is equivalent to 5 per cent of the issued ordinary share capital of the Company as at 30 September 2007. The proposed authority will expire 15 months after the passing of the resolution. Resolution 8 complies with ABI guidelines.
4. An interim dividend of 2.15 pence per Ordinary share was paid on 13 July 2007. At the above meeting it will be proposed that a final dividend of 6.50 pence per Ordinary share in issue as at 25 January 2008 be declared in favour of those shareholders appearing on the Register of Members as at the close of business on that date. The shares will become ex dividend on 23 January 2008 and the dividend will be paid on 22 February 2008.
5. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
6. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 and 2 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
7. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, to be entitled to attend and vote at the Annual General Meeting (and for the purpose of the determination by the Company of the votes they may cast), Shareholders must be registered in the Register of Members of the Company at 12 noon on 9 February 2008 (or, in the event of any adjournment, 12 noon on the date which is two days before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
8. As at 11 January 2008 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 40,319,435 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 11 January 2008 are 40,319,435.
9. Except as provided above, members who wish to communicate with the Company in relation to the AGM should do so using the following means: (1) by writing to the Company Secretary at the Registered Office address; or (2) by writing to the Registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent. BR3 4TU. No other methods of communication will be accepted. In particular you may not use any electronic address provided either in this Notice of AGM or in any related documents (including the Proxy Form).
10. You may if you wish appoint more than one proxy, but each proxy must be appointed in respect of a specified number of shares within your holding. If you wish to do this, each proxy must be appointed on a separate Proxy Form. Additional Proxy Forms may be obtained from the Company Secretary by telephoning 01753 480200. Alternatively you may photocopy the enclosed Proxy Form the required number of times before completing it. When appointing more than one proxy you must indicate the number of shares in respect of which the proxy is appointed.