

**ATTENDANCE CARD  
ROBERT WALTERS PLC – ANNUAL GENERAL MEETING**

**ROBERT WALTERS**

Name  
Address line 1  
Address line 2  
Address line 3  
Town  
Postcode

**To be held at: 10.30am on Friday, 17 May 2019 at Robert Walters plc, 11 Slingsby Place, St. Martin's Courtyard, London WC2E 9AB. IF YOU ARE COMING TO THE MEETING, PLEASE BRING THIS CARD WITH YOU. Alternatively, if you will not be attending, you may appoint another person to attend, speak and vote for you. If so, please complete this card and return it to: Link Asset Services, PXS 1, 34 Beckenham Road, Beckenham, BR3 4ZF.**

Signature of person attending

Barcode:

**FORM OF PROXY  
ROBERT WALTERS PLC – ANNUAL GENERAL MEETING  
(PLEASE COMPLETE IN BLOCK LETTERS)**

I/We, being a member of Robert Walters plc, hereby appoint the Chairman of the Meeting (see note 4 below)

Barcode:

Event Code:

as my/our proxy to vote on my/our behalf as indicated below at the Annual General Meeting of the Company to be held on 17 May 2019 at 10:30am and at any adjournment thereof. I/We request the proxy to vote as indicated below on the following resolutions:

Please tick here if this proxy appointment is one of multiple appointments being made by the same shareholder (see note 5 opposite).

**RESOLUTIONS**

	For	Against	Vote withheld*		For	Against	Vote withheld*
1. To receive the Annual Report and Accounts for the year ended 31 December 2018.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8. To re-elect Tanith Dodge as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' Remuneration Report for the year ended 31 December 2018 (other than the part containing the Directors' Remuneration Policy).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. To re-elect Steven Cooper as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To declare a final dividend of 10.7p per ordinary share.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. To appoint BDO LLP as Auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Carol Hui as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. To authorise the Directors to fix the Auditor's remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Robert Walters as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. To authorise the Directors to allot shares pursuant to section 551 Companies Act 2006.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Alan Bannatyne as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. To disapply section 561 Companies Act 2006.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Brian McArthur-Muscroft as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. To authorise the Company to make purchases of its own shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
				15. To call general meetings other than Annual General Meetings of the Company on not less than 14 clear days' notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

Date

To assist with arrangements, if you intend on attending the meeting in person, please place an 'X' in the box.

## NOTES

1. A shareholder entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend, speak and vote instead of that shareholder. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share held by the appointing shareholder.
2. To be effective, this card and the power of attorney or other authority, if any, under which it is signed must be lodged with the Company's registrars at Link Asset Services, PXS 1, 34 Beckenham Road, Beckenham, BR3 4ZF or registered electronically through the website of the Company's registrar at [www.robertwaltersshares.co.uk](http://www.robertwaltersshares.co.uk) not later than 48 hours before the meeting. In the case of a corporation, this proxy must be executed under its common seal or under the hand of any officer or attorney duly authorised.
3. In the case of joint holders, the vote of the first name on the register who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders.
4. If you wish to appoint as your proxy someone other than the Chairman of the Meeting, delete the words "the Chairman of the Meeting" and insert the name of your chosen proxy in the space provided in the first box. If the proxy is being appointed in relation to part of your holding only, please enter in the box next to the proxy's name the number of shares in relation to which they are authorised to act as your proxy. If this box is left blank, they will be authorised in respect of your full voting entitlement. A proxy need not be a member of the Company.
5. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Company's registrar, Link Asset Services, on 0871 664 0300 (from within the UK – calls cost 12p per minute plus network extras) or +44 (0) 371 664 0300 (from outside the UK). Lines are open 9.00am – 5.30pm Mon – Fri; or you may copy this form. Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the relevant box if the proxy appointment is one of multiple appointments being made. Multiple proxy appointments should be returned together in the same envelope.
6. Any alteration should be initialled by the person signing this proxy.
7. Please indicate with an 'X' in the appropriate boxes how you wish your votes on the resolutions to be cast. Unless otherwise instructed, your proxy may vote or abstain from voting as he/she thinks fit. The "Vote Withheld" option is to enable you to abstain on any particular resolution. 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 his/her discretion.
8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) of the meeting by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting 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 appropriate CREST message (a "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 Company's agent (ID RA10) no later than 48 hours before the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is 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. You can only appoint a proxy using the procedures set out in these notes. Completion and return of the relevant proxy form enclosed herewith will not prevent a shareholder from attending and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
11. To have the right to attend, speak and vote (and also for the purpose of calculating how many votes a person may cast), a person must have his/her name entered on the register of members of the Company by no later than close of business on 15 May 2019 or, in the event that the meeting is adjourned, 48 hours prior to the date of the adjourned meeting. Changes to entries on the register after this time shall be disregarded in determining the rights of any person to attend, speak or vote at the meeting.
12. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
13. As at 9am on 12 April 2019, the Company's issued share capital comprised 79,948,331 ordinary shares of 20p each. Each ordinary share carries the right to one vote at a general meeting of the Company. The Company holds 4,074,000 ordinary shares in treasury and therefore, the total number of voting rights in the Company as at 9am on 12 April 2019 is 75,874,331.
14. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.

Business Reply Plus  
Licence Number  
RLUB-TBUX-EGUC



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