

Attendance Card Court Meeting

A Court Meeting of RPC Group plc (the **Company**) convened with the permission of the Court under Part 26 of the Companies Act 2006 will be held on [●] 2019 at 11.00 a.m. at [●]

Signature

Shareholder Reference Number:

Meeting Venue:

[●]

Attendance

If you wish to attend the Court Meeting, please sign this card and bring it with you for production at the registration desk to authenticate your right to attend. You will receive a poll card at the Court Meeting after registering at the registration desk.

You are encouraged to complete and return the Form of Proxy that accompanies this attendance card even if you wish to attend the Court Meeting. Doing so will not prevent you from attending, voting or speaking in person at such meeting, but will ensure that your vote is counted if you are unable to attend.

If you are unable to attend the Court Meeting, you are entitled to appoint another person or persons as your proxy to exercise all or any of your rights to attend the meeting and to vote and speak on your behalf. You may register your proxy appointment(s) and voting instructions online or by returning the Form of Proxy that accompanies this attendance card. Please see the Notes on the reverse of this attendance card for further details.

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FORM OF PROXY

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Court Meeting

Please read the notice of the Court Meeting in the Scheme Document and the explanatory notes below before completing this form.

By an order dated [●] 2019 made in the matter of RPC Group plc (the **Company**), the Court has granted permission for a meeting of the Scheme Shareholders (as defined in the scheme document of the Company dated [●] (the **Scheme Document**)) to be convened for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement pursuant to Part 26 of the Companies Act 2006 (the **Scheme**) between the Company and the Scheme Shareholders (as defined in the Scheme Document) and that such court meeting shall be held at [●] on [●] 2019 at 11.00 a.m. (London time) (the **Court Meeting**) at which place and time all Scheme Shareholders are requested to attend.

Voting ID

Task ID

Shareholder
Reference Number

Product ID

Please use a black pen. Mark with an X inside the box as shown in this example.

I/We, being a holder of Scheme Shares (as defined in the Scheme Document) of the Company entitled to attend, speak and vote at the Court Meeting, hereby appoint the Chairman of the Court Meeting or the following person as my/our proxy to attend, speak and vote for me/us on my/our behalf in respect of the following number of Scheme Shares:

Name of Proxy¹:

Number of Scheme Shares²:

at the Court Meeting, and any adjournment thereof, and to vote for me/us and in my/our name for the Scheme or against the Scheme (with or without any changes, as my/our proxy may approve) as indicated below. Unless otherwise instructed, the proxy may vote as he thinks fit in respect of any other business which may properly come before the Court Meeting.

Note 1: If you do not wish to appoint the Chairman of the Court Meeting as your proxy, add in block capitals the name of your chosen proxy in the empty box above. Please leave the box empty if you wish to appoint the Chairman of the Court Meeting as your proxy.

Note 2: Please leave the box empty if you wish to appoint a proxy in relation to all of your Scheme Shares.

Tick box if one of a multiple proxy appointment. For the appointment of more than one proxy, please refer to explanatory note 8.

IMPORTANT: If you wish to vote for the Scheme, sign your name in the box marked "FOR the Scheme". If you wish to vote against the Scheme, sign your name in the box marked "AGAINST the Scheme". Only insert your signature once. If you sign both boxes, or if you do not sign in either box, then this Form of Proxy will be invalid. Joint shareholders should refer to note 9 below.

FOR the Scheme:

AGAINST the Scheme:

Date:

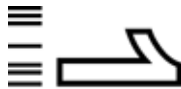
Please detach this portion of the Form of Proxy before posting. Alternatively, you can submit your proxy electronically at www.sharevote.co.uk using the Voting ID, Task ID and Shareholder Reference Number given above, or at www.shareview.co.uk if you have already registered with Shareview (see Note 5 overleaf). Members who hold their shares in uncertificated form through CREST who wish to appoint a proxy or proxies through the CREST electronic appointment service may do so by using the procedures described in the CREST manual.

If the Form of Proxy is not returned by the specified time, it may be handed to the Chairman of the Court Meeting or the Registrar at the Court Meeting before the start of the Court Meeting.

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Freeport RTHJ-CLLL-KBKU
Equiniti
Aspect House
Spencer Road
LANCING
BN99 8LU



Notes to the Form of Proxy

1. Full details of the Court Meeting, with explanatory notes, are set out in the Notice of Court Meeting which is set out in Part Ten of the Scheme Document. Before completing this Form of Proxy please also read "Actions to be taken" set out in paragraph 16 of Part Two of the Scheme Document. Terms defined in the Scheme Document sent to members on **10** 2019 shall apply in this Form of Proxy unless the context otherwise requires.
2. Only Scheme Shareholders, or their duly appointed representatives, are entitled to attend, speak and vote at the Court Meeting. A Scheme Shareholder may appoint one or more proxies (provided that each proxy is appointed to exercise rights attached to a different share or shares), who need not be Scheme Shareholders, to exercise all or any of his/her rights to attend, speak and vote on his/her behalf. Proxies may only be appointed using the procedures set out in this Form of Proxy. If the proxy is being appointed in relation to less than your full voting entitlement, please enter 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. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this Form of Proxy has been issued in respect of a designated account for a Scheme Shareholder, the full voting entitlement for that designated account). The Form of Proxy gives your proxy(ies) full rights to attend, speak and vote. If you wish to restrict the rights of your proxy(ies) please cross out either or both of the words 'speak' or 'vote' as you feel appropriate. Any proxy appointed pursuant to this Form of Proxy will vote as indicated by this Form of Proxy on the Scheme. For any other business arising at the Court Meeting (including any procedural motion or resolution not listed in the notice of the Court Meeting) the proxy appointed pursuant to this Form of Proxy will vote at his sole discretion.
3. This Form of Proxy (i) in the case of an individual must either be signed by the appointor or his attorney or authenticated in accordance with the Company's articles; and (ii) in the case of a corporation must be either given under its common seal or be signed on its behalf by an attorney or a duly authorised officer of the corporation or authenticated in accordance with the Company's articles. Any signature on or authentication of such appointment need not be witnessed. Where an appointment of a proxy is signed on behalf of the appointor by an attorney, the power of attorney or a copy thereof certified notari ally or in some other way approved by the Directors must (unless previously registered with the Company) be submitted to the Company, failing which the appointment may be treated as invalid.
4. The appointment of a proxy will not prevent a Scheme Shareholder from subsequently attending and voting at the Court Meeting in person. If a Scheme Shareholder appoints a proxy or proxies and then decides to attend the Court Meeting in person and vote on a poll using his poll card, then the vote in person will override the proxy vote(s). If the vote in person is in respect of the Scheme Shareholder's entire holding then all proxy votes will be disregarded. If, however, the Scheme Shareholder votes at the meeting in respect of less than the Scheme Shareholder's entire holding, and the Scheme Shareholder indicates on his polling card that all proxies are to be disregarded, that shall be the case; but if the Scheme Shareholder does not specifically revoke proxies, then the vote in person will be treated in the same way as if it were the last received proxy and earlier proxies will only be disregarded to the extent that to count them would result in the number of votes being cast exceeding the Scheme Shareholder's entire holding.
5. To be valid, the Form of Proxy, and any power of attorney or other authority under which it is executed (or duly certified copy of any such power or authority), must either be (a) sent (or delivered by hand during normal business hours) the Company's Registrars, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA or (b) lodged using the CREST electronic proxy appointment service in accordance with the procedures set out in the CREST Manual, in each case, so as to arrive no later than 11.00 a.m. (London time) on **10** 2019 or, if the Court Meeting is adjourned, 48 hours (excluding non-working days) before the time fixed for the adjourned Court Meeting. If the Form of Proxy is not returned by the specified time, it may be handed to the Chairman of the Court Meeting or the Registrar at the Court Meeting before the start of the Court Meeting. A stamp is not required if posted in Great Britain, the Channel Islands or Northern Ireland. Alternatively, Scheme Shareholders who prefer to register the appointment of their proxy electronically via the Internet can do so through the Equiniti website at www.sharevote.co.uk where full instructions on the procedure are given. The Voting ID, Task ID and Shareholder Reference Number printed on the Form of Proxy will be required to use this electronic proxy appointment system. Scheme Shareholders who have already registered with the Equiniti online portfolio service, Shareview, can appoint their proxy electronically via their portfolio at www.shareview.co.uk. A proxy appointment made electronically will not be valid if sent to any address other than that provided or if received by Equiniti after 11.00 a.m. on **10** 2019 (or, in the case of an adjourned meeting, later than 48 hours (excluding non-working days) prior to the time and date set for the adjourned meeting). Please note that any electronic communication found to contain a computer virus will not be accepted. A proxy appointment sent by CREST may be treated as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001. The CREST Manual is available by logging on to www.euroclear.com.
6. Please indicate how you wish to vote with a signature in either the box marked "FOR the Scheme" or the box marked "AGAINST the Scheme". Unless otherwise instructed, the person appointed as proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting on the resolution and on any other business (including amendments to the resolution and any procedural business, including any resolution to adjourn) which may come before the Court Meeting.
7. Only those Scheme Shareholders registered in the register of shareholders of the Company as at 6.30 p.m. (London time) on **10** 2019 or, if the Court Meeting is adjourned, as at 6.30 p.m. (London time) on the day that is two days (excluding non-working days) prior to the Court Meeting, will be entitled to attend or vote at the Court Meeting in respect of the number of Scheme Shares registered in their name at that time. Changes to entries on the relevant register of shareholders after 6.30 p.m. (London time) on **10** 2019, or, if the Court Meeting is adjourned, after 6.30 p.m. (London time) on the day that is two days (excluding non-working days) prior to the Court Meeting, will be disregarded in determining the rights of any person to attend or vote at the Court Meeting.
8. If you wish to appoint more than one proxy in respect of your shareholding, mark the box where indicated and photocopy the Form of Proxy or contact the Company's registrars, Equiniti, by telephone on 0333 207 6505 (from within the UK) or on +44 (0) 121 415 0974 (from outside the UK) for further Forms of Proxy. Lines are open from 8.30 a.m. to 5.30 p.m. (London time) Monday to Friday. Calls will be charged at national or international rates as the case may be. Different charges may apply to calls from mobile telephones. Please note that calls may be recorded and Equiniti cannot provide legal, tax or financial advice, or advice on the merits of the Scheme. Please ensure that all of the multiple Forms of Proxy in respect of one registered holding of Scheme Shares are sent to the Company's Registrars, Equiniti Limited, of Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA.
9. In the case of joint holders, any one holder may vote. If more than one holder is present at the meeting, or purports to appoint a proxy, only the vote of, or appointment made by, the senior holder will be accepted, seniority being determined by the order in which the names appear on the register.
10. A Scheme Shareholder which is a corporation may authorise a person or persons to act as its representative(s) at the Court Meeting. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual Scheme Shareholder of the Company, provided that it does not do so in relation to the same shares.
11. Any alterations to this Form of Proxy must be initialled by the person who signs it.
12. Neither the death nor the insanity of a Scheme Shareholder who has appointed a proxy, nor the revocation or termination by a Scheme Shareholder of the appointment of a proxy (or of the authority under which the appointment was made), shall invalidate the proxy or the exercise of any of the rights of the proxy thereunder, unless notice of such death, insanity, revocation or termination shall have been either (i) received by the Company at the address specified for receipt of the Forms of Proxy not less than 48 hours before the commencement of the Court Meeting or adjournment thereof or (ii) handed to the Chairman of the Court Meeting or Equiniti at the Court Meeting before the start of the Court Meeting.
13. You may not use any electronic address provided either in this Form of Proxy, in the Notice of Court Meeting or in any related documents to communicate with the Company for any purposes other than those expressly stated.
14. The Court has appointed Jamie Pike, or failing him, Lynn Drummond, or failing her, any other director of the Company, to act as Chairman of the Court Meeting and has directed the Chairman to report the result thereof to the Court.
15. If you have any questions relating to the Form of Proxy, please call Equiniti between 8.30 a.m. and 5.30 p.m. Monday to Friday (except public holidays) on 0333 207 6505 (from within the UK) or +44 (0) 121 415 0974 (from outside the UK). Calls will be charged at national or international rates as the case may be. Different charges may apply to calls from mobile telephones. Please note that calls may be recorded and Equiniti cannot provide legal, tax or financial advice, or advice on the merits of the Scheme.

Attendance Card General Meeting

A General Meeting of RPC Group plc (the **Company**) will be held on [●] 2019 at 11.10 a.m. (or, if later, immediately after the conclusion or adjournment at the Court Meeting) at [●]

Shareholder reference number:

Signature of person attending:

Meeting Venue:

[●]

Attendance

If you wish to attend the General Meeting, please sign this card and bring it with you for production at the registration desk to authenticate your right to attend. You will receive a poll card at the General Meeting after registering at the registration desk. It is intended that the resolution voted upon at the General Meeting will be subject to a poll (rather than a show of hands) which means that a shareholder has one vote for every share held. The voting procedure will be explained at the General Meeting.

You are encouraged to complete and return the Form of Proxy that accompanies this attendance card even if you wish to attend the General Meeting. Doing so will not prevent you from attending, voting or speaking in person at such meeting, but will ensure that your vote is counted if you are unable to attend.

If you are unable to attend the General Meeting, you are entitled to appoint another person or persons as your proxy to exercise all or any of your rights to attend the meeting and to vote and speak on your behalf. You may register your proxy appointment(s) and voting instructions online or by returning the Form of Proxy that accompanies this attendance card. Please see the Notes on the reverse of this attendance card for further details.

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Donnelley Financial Solutions
632346

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FORM OF PROXY

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General Meeting of RPC Group plc at 11.10 a.m. on [●] 2019
Please complete this Form of Proxy in black ink and see Notes overleaf

Voting ID

Task ID

Shareholder Reference No.

Please leave this box blank if you have selected the Chairman. Do not insert your name(s).

I/We appoint the Chairman of the General Meeting or to be my/our proxy to exercise all or any of my/our rights to attend and to speak and vote on my/our behalf at the General Meeting of RPC Group plc to be held at 11.10 a.m. on [●] 2019 and at any adjournment thereof. I/We appoint my/our proxy to attend, speak and vote on the Special Resolution (in its original form or subject to any modification) in the manner indicated below. Unless otherwise instructed, the proxy may vote as he thinks fit in respect of any other business which may properly come before the General Meeting.

Name of Proxy:

Number of shares proxy appointed over:

Please indicate here with an 'X' if this Form of Proxy is one of multiple instructions being given (see Note 9 overleaf).

Please indicate your vote by marking the appropriate box like this:

Special Resolution

To give effect to the Scheme, as set out in the Notice of General Meeting, including the amendments to the Articles of Association.

FOR AGAINST WITHHELD

Signature (see Notes 2 and 12 overleaf)

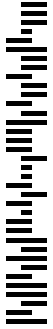
Date

This Form of Proxy, postage for which has been prepaid, must be signed and dated before it is posted to Equiniti Limited (**Equiniti**). Alternatively, you can submit your proxy electronically at www.sharevote.co.uk using the numbers above, or at www.shareview.co.uk if you have already registered with Shareview (see Note 5 overleaf). Members who hold their shares in uncertificated form through CREST who wish to appoint a proxy or proxies through the CREST electronic appointment service may do so by using the procedures described in the CREST manual.

Product ID

0636-040-S

Freeport RTHJ-CLLL-KBKU
Equiniti
Aspect House
Spencer Road
LANCING
BN99 8LU



Notes to Form of Proxy

1. Full details of the resolution to be proposed at the General Meeting, with explanatory notes, are set out in the Notice of General Meeting which is set out in Part Ten of the circular relating to the Scheme sent to RPC Shareholders on [•] (the **Scheme Document**). Before completing this Form of Proxy, please also read "Actions to be taken" set out in paragraph 16 of Part Two of the Scheme Document. Terms defined in the Scheme Document shall apply in this Form of Proxy unless the context otherwise requires.
2. Only RPC Shareholders, or their duly appointed representatives, are entitled to attend, speak and vote at the General Meeting. A RPC Shareholder may appoint one or more proxies (provided that each proxy is appointed to exercise rights attached to a different share or shares), who need not be RPC Shareholders, to exercise all or any of his/her rights to attend, speak and vote on his/her behalf. Proxies may only be appointed using the procedures set out in this Form of Proxy. If the proxy is being appointed in relation to less than your full voting entitlement, please enter 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. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this Form of Proxy has been issued in respect of a designated account for an RPC Shareholder, the full voting entitlement for that designated account). The Form of Proxy gives your proxy(ies) full rights to attend, speak and vote. If you wish to restrict the rights of your proxy(ies) please cross out either or both of the words 'speak' or 'vote' as you feel appropriate. Any proxy appointed pursuant to this Form of Proxy will vote as indicated by this Form of Proxy on the Special Resolution. For any other business arising at the General Meeting (including any procedural motion or resolution not listed in the notice of the General Meeting) the proxy appointed pursuant to this Form of Proxy will vote at his sole discretion.
3. This Form of Proxy (i) in the case of an individual must either be signed by the appointor or his attorney or authenticated in accordance with the Company's articles; and (ii) in the case of a corporation must be either given under its common seal or be signed on its behalf by an attorney or a duly authorised officer of the corporation or authenticated in accordance with the Company's articles. Any signature on or authentication of such appointment need not be witnessed. Where an appointment of a proxy is signed on behalf of the appointor by an attorney, the power of attorney or a copy thereof certified notari ally or in some other way approved by the Directors must (unless previously registered with the Company) be submitted to the Company, failing which the appointment may be treated as invalid.
4. The appointment of a proxy will not prevent an RPC Shareholder from subsequently attending and voting at the General Meeting in person. If an RPC Shareholder appoints a proxy or proxies and then decides to attend the General Meeting in person and vote on a poll using his poll card, then the vote in person will override the proxy vote(s). If the vote in person is in respect of the RPC Shareholder's entire holding then all proxy votes will be disregarded. If, however, the RPC Shareholder votes at the meeting in respect of less than the RPC Shareholder's entire holding, and the RPC Shareholder indicates on his polling card that all proxies are to be disregarded, that shall be the case; but if the RPC Shareholder does not specifically revoke proxies then the vote in person will be treated in the same way as if it were the last received proxy and earlier proxies will only be disregarded to the extent that to count them would result in the number of votes being cast exceeding the RPC Shareholder's entire holding.
5. To be valid, the Form of Proxy, and any power of attorney or other authority under which it is executed (or duly certified copy of any such power or authority), must either be (a) sent (or delivered by hand during normal business hours) to the Company's Registrars, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA or (b) lodged using the CREST electronic proxy appointment service in accordance with the procedures set out in the CREST Manual, in each case, so as to arrive no later than 11.10 a.m. (London time) on [•] 2019 or, if the General Meeting is adjourned, 48 hours (excluding non-working days) before the time fixed for the adjourned General Meeting. A stamp is not required if posted in Great Britain, the Channel Islands or Northern Ireland. Alternatively, RPC Shareholders who prefer to register the appointment of their proxy electronically via the Internet can do so through the Equiniti website at www.sharevote.co.uk where full instructions on the procedure are given. The Voting ID, Task ID and Shareholder Reference Number printed on the Form of Proxy will be required to use this electronic proxy appointment system. RPC Shareholders who have already registered with the Equiniti online portfolio service, Shareview, can appoint their proxy electronically via their portfolio at www.shareview.co.uk. A proxy appointment made electronically will not be valid if sent to any address other than that provided or if received by Equiniti after 11.10 a.m. on [•] 2019 (or, in the case of an adjourned meeting, later than 48 hours (excluding non-working days) prior to the time and date set for the adjourned meeting). Please note that any electronic communication found to contain a computer virus will not be accepted. A proxy appointment sent by CREST may be treated as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001. The CREST Manual is available by logging on to www.euroclear.com.
6. Please indicate with an 'X' in the boxes how you wish your vote to be cast. Unless otherwise instructed, the person appointed as proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting on the resolution and on any other business (including amendments to the resolution and any procedural business, including any resolution to adjourn), which may come before the General Meeting.
7. The 'Withheld' option on the Form of Proxy is provided to enable you to abstain on the resolution. However, a vote withheld is not a vote in law and will not be counted in the calculation of proportion of votes 'For' and 'Against' the resolution.
8. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only those RPC Shareholders registered in the register of members of the Company as at 6.30 p.m. (London time) on [•] 2019 or, if the General Meeting is adjourned, as at 6.30 p.m. (London time) on the day that is two days (excluding non-working days) prior to the General Meeting, will be entitled to attend or vote at the General Meeting in respect of the number of RPC Shares registered in their name at that time. Changes to entries on the relevant register of members after 6.30 p.m. (London time) on [•] 2019, or, if the General Meeting is adjourned, after 6.30 p.m. (London time) on the day that is two days (excluding non-working days) prior to the General Meeting, will be disregarded in determining the rights of any person to attend or vote at the General Meeting.
9. If you wish to appoint more than one proxy in respect of your shareholding, mark the box where indicated and photocopy the Form of Proxy or contact the Company's registrars, Equiniti, by telephone on 0333 207 6505 (from within the UK) or on +44 (0) 121 415 0974 (from outside the UK) for further Forms of Proxy. Lines are open from 8.30 a.m. to 5.30 p.m. (London time) Monday to Friday. Calls will be charged at national or international rates as the case may be. Different charges may apply to calls from mobile telephones. Please note that calls may be recorded and Equiniti cannot provide legal, tax or financial advice, or advice on the merits of the Scheme. Please ensure that all of the multiple Forms of Proxy in respect of one registered holding of RPC Shares are sent to the Company's Registrars, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA.
10. An RPC Shareholder which is a corporation may authorise a person or persons to act as its representative(s) at the General Meeting. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that it does not do so in relation to the same shares.
11. Any alterations to this Form of Proxy must be initialled by the person who signs it.
12. Neither the death nor the insanity of an RPC Shareholder who has appointed a proxy, nor the revocation or termination by an RPC Shareholder of the appointment of a proxy (or of the authority under which the appointment was made), shall invalidate the proxy or the exercise of any of the rights of the proxy thereunder, unless notice of such death, insanity, revocation or termination shall have been either (i) received by the Company at the address specified for receipt of the Forms of Proxy not less than 48 hours before the commencement of the General Meeting or adjournment thereof or (ii) handed to the Chairman of the General Meeting or Equiniti at the General Meeting before the start of the General Meeting.
13. In the case of joint holders, any one holder may vote. If more than one holder is present at the meeting, or purports to appoint a proxy, only the vote of, or appointment made by, the senior holder will be accepted, seniority being determined by the order in which the names appear on the register.
14. You may not use any electronic address provided either in this Form of Proxy, in the Notice of General Meeting or in any related documents to communicate with the Company for any purposes other than those expressly stated.
15. If you have any questions relating to the Form of Proxy, please call Equiniti between 8.30 a.m. and 5.30 p.m. Monday to Friday (except public holidays) on 0333 207 6505 (from within the UK) or +44 (0) 121 415 0974 (from outside the UK). Calls will be charged at national or international rates as the case may be. Different charges may apply to calls from mobile telephones. Please note that calls may be recorded and Equiniti cannot provide legal, tax or financial advice, or advice on the merits of the Scheme.