

This document is important and requires your immediate attention

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser immediately. If you have already sold or otherwise transferred all of your shares in Ricardo plc, please forward this document, together with the accompanying annual report and form of proxy, to the purchaser or transferee, or to the agent who arranged the sale or transfer so that they may be passed on to the purchaser or transferee.



Ricardo plc

(Incorporated and registered in England and Wales under company number 222915)

Notice of Annual General Meeting 2012

Notice of the Annual General Meeting of Ricardo plc ("the Company") to be held at Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London, SW1P 3EE, on 15 November 2012 at 10.00 am, is set out on page 2 to 4 of this circular. Whether or not you propose to attend the Annual General Meeting, please complete and submit a proxy form in accordance with the instructions printed on the enclosed form. The proxy form must be received not less than 48 hours before the time of the holding of the Annual General Meeting.

Notice of Annual General Meeting 2012

Notice is hereby given that the Annual General Meeting of Ricardo plc ("the Company") will be held at Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London, SW1P 3EE on 15 November 2012 at 10.00 am to consider and, if thought fit, pass the following resolutions, of which resolutions 1 to 13 will be proposed as ordinary resolutions and resolutions 14 to 16 will be proposed as special resolutions:-

ORDINARY RESOLUTIONS

Resolution 1

To receive the reports of the directors and auditors and the audited accounts of the Company for the year ended 30 June 2012.

Resolution 2

To approve the Directors' Remuneration Report for the year ended 30 June 2012.

Resolution 3

That a final dividend of 8.7 pence per ordinary share recommended by the directors be declared in respect of the year ended 30 June 2012.

Resolution 4

That PricewaterhouseCoopers LLP be re-appointed as auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company and that the directors be authorised to fix their remuneration.

Resolution 5

That Peter Gilchrist be re-elected as a director of the Company.

Resolution 6

That Michael Harper be re-elected as a director of the Company.

Resolution 7

That Ian Lee be re-elected as a director of the Company.

Resolution 8

That David Hall be re-elected as a director of the Company.

Resolution 9

That Hans Joachim Schöpf be re-elected as a director of the Company.

Resolution 10

That Dave Shemmans be re-elected as a director of the Company.

Resolution 11

That Paula Bell be re-elected as a director of the Company.

Resolution 12

That Mark Garrett be re-elected as a director of the Company.

Resolution 13

That the authority conferred on the directors by Article 4(B) of the Company's Articles of Association to allot relevant securities be renewed for the period expiring 15 months after the date of passing of this resolution or at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution (whichever first occurs) and for such period the "section 551 amount" shall be £4,277,371.

SPECIAL RESOLUTIONS

Resolution 14

That subject to the passing of resolution 16, the power conferred on the directors by Article 4(C) of the Company's Articles of Association be renewed for the period expiring 15 months after the date of the passing of this resolution or at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution (whichever first occurs) and for that period the "section 561 amount" is £648,086. This power shall extend to a sale of treasury shares which is an allotment of equity securities by virtue of section 560(2) of the Companies Act 2006 (the "Act").

Resolution 15

That the Company be generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693 of the Act) of ordinary shares of 25p in the capital of the Company provided that:

- i) the maximum number of ordinary shares authorised to be acquired shall be 5,184,692 being 10% of the issued ordinary share capital of the Company at the date of this notice;
- ii) the maximum price which may be paid for each of the ordinary shares shall, in respect of a share contracted to be purchased on any day, be an amount equal to the higher of (a) 105% of the average of the middle market quotations (as derived from the London Stock Exchange plc's Daily Official List) for the ordinary shares of the Company on the 5 business days immediately preceding the day on which the share is contracted to be purchased and (b) the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange plc Trading System (SETS), which amount in each case shall be exclusive of expenses;
- iii) the minimum price which may be paid for the ordinary shares shall, in respect of a share contracted to be purchased on any day, be an amount equal to 75% of the average of the middle market quotations (as derived from the London Stock Exchange plc's Daily Official List)

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- for the ordinary shares of the Company on the 5 business days immediately preceding the day on which the share is to be purchased, which amount shall be exclusive of expenses but shall not, in any event, be less than the par value of that share; and
- iv) this authority shall expire at the conclusion of the next Annual General Meeting after the passing of this resolution except in relation to any purchase of shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry.

Resolution 16

That a general meeting other than an annual general meeting may be called by notice of not less than 14 clear days provided that the Company offers the facility to members to vote by electronic means.

By Order of the Board

Patricia Ryan
Company Secretary

Dated 19 September 2012

Registered office:
Shoreham Technical Centre
Shoreham By Sea
West Sussex
BN43 5FG

Notes:

1. The Board recommends that members vote in favour of all the resolutions to be proposed at the Meeting, which they consider to be in the best interests of shareholders as a whole. Explanatory notes in respect of the resolutions proposed are provided on pages 75 and 76 of the Annual Report and Accounts 2012.
2. Information regarding the Meeting, including the information required by section 311A of the Companies Act 2006, is available from www.ricardo.com.
3. If you wish to attend the Meeting in person please bring with you the attendance card provided. Members wishing to attend the Meeting with special needs should contact Patricia Ryan, Ricardo plc, Shoreham Technical Centre, Shoreham by Sea, West Sussex, BN43 5FG Telephone: 01273 794776 in advance of the Meeting.
4. A member entitled to attend and vote at the Meeting at the time specified in note 9 is also entitled to appoint one or more proxies to exercise all or any of their rights to attend, speak and vote at the Meeting. The proxy need not be a member of the Company. You may only appoint a proxy using the procedures set out in these notes and the notes to the proxy form. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. In order to be valid, an appointment of proxy must be returned by one of the following methods:
 - a) in hard copy form by post, by courier or by hand to the Company's registrars, Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU; or
 - b) if you hold your shares in certificated form and have your share certificates to hand, online at www.ricardo-shares.com by following the instructions provided; or
 - c) in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

In each case, instructions must be received not less than 48 hours before the time for holding the Meeting or in the event that the Meeting is adjourned, not less than 48 hours prior to the adjourned Meeting. Appointment of a proxy does not preclude members from attending the Meeting and voting in person, if they should so wish.

5. For an appointment of a proxy returned in hard copy to be valid, it must be completed and received (together with any power of attorney or other written authority under which it is signed or a copy of such authority notarially certified or certified in some other way approved by the directors) by Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, not less than 48 hours before the time for holding the Meeting, in the event that the Meeting is adjourned, not less than 48 hours prior to the adjourned Meeting. A form of proxy which may be used to make such an appointment and give proxy instructions accompanies this notice of Meeting. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Capita Registrars on 0871 664 0300 (calls cost 10p per minute plus network extras from within the UK lines are open 8.30am-5.30pm Mon-Fri), for overseas shareholders +44 208 639 3399. Should you wish to appoint more than one proxy, please photocopy the form indicating on each copy the name of the proxy you wish to appoint, the number of ordinary shares in respect of which the proxy is appointed and the way in which you wish them to vote on the resolutions that are proposed. You should send all pages to Capita Registrars at the address noted above.
6. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising 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. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK and Ireland Limited ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to 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 issuer's agent (ID RA10) by the latest time for receipt of proxy appointments specified in the notice of 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 issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertified

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- Securities Regulations 2001. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. 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 CREST sponsor or voting service provider(s) takes(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 service provider are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
7. In the case of joint holdings, only one holder may sign and the vote of the senior who tenders a vote shall be accepted to the exclusion of the votes of the other joint holders, seniority for this purpose being determined by the order in which the names stand in the Register of Members in respect of joint holdings.
 8. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to the amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. 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.
 9. Members shall only be entitled to attend and vote at the Meeting in respect of the number of shares registered in their name on the Register of Members of the Company as at 6.00 pm on 13 November 2012 or in the case of an adjournment of the Meeting, 6.00 pm on the day which is two working days before the day of such adjourned Meeting. Changes to entries on the Register of Members after 6.00 pm on the relevant date shall be disregarded in determining the rights of any person to attend or vote at the Meeting.
 10. A 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.
 11. The statements of rights of members in relation to the appointment of proxies in paragraph 3 above do not apply to a Nominated Person. The rights described in that paragraph can only be exercised by registered members of the Company.
 12. As at the close of business on 19 September 2012 the Company's issued share capital consisted of 51,846,929 ordinary shares of 25p each, carrying one vote each. Accordingly, the total voting rights in the Company are 51,846,929. The website referred to in note 2 will include information on the number of shares and voting rights.
 13. As of 19 September 2012 there were outstanding options and other rights to acquire shares which may be satisfied by the issue of 1,098,363 new ordinary shares representing 2.1 per cent of the Company's issued share capital. If the authority proposed to be given by resolution 15 (authority to make market purchases of own ordinary shares) were to be fully used, outstanding options would represent 2.4 per cent of the Company's issued share capital (excluding treasury shares)
 14. Copies of contracts of service and letters of appointment (unless expiring or determinable by the Company within 1 year without payment of compensation) of the directors of the Company will be available for inspection at the registered office of the Company during business hours on any weekday (public holidays excluded) from the date of this notice until the date of the Annual General Meeting and at the place of the Meeting from 9.45 am on the date of the Meeting until its conclusion.
 15. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the Meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the Meeting 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 Meeting that the question be answered.
 16. Under section 338 and 338A of the Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company (i) to give, to members of the Company entitled to receive notice of the Meeting, notice of a resolution which may properly be moved and is intended to be moved at the Meeting and/or (ii) to include in the business to be dealt with at the Meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which the notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company no later than 3 October 2012, being the date 6 clear weeks before the Meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.
 17. Under section 527 of the Companies Act 2006 members 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 accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies 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 Annual General Meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.