ATTENDANCE CARD
FORM OF PROXY FOR THE ANNUAL GENERAL MEETING RICARDO plc (THE “COMPANY”)
If not already registered for The Share Portal, you will need your Investor Code below.

For use only by holders of shares having the right to attend and vote at the Annual General Meeting of Ricardo plc to be held at the offices of Investec Bank plc, 2 Gresham Street, London EC2V 7QP at 10.00 a.m. on 3 November 2016.

If you wish to attend this meeting in your capacity as a holder of Ordinary Shares, please sign this card and on arrival hand it to the Company’s registrars. This will facilitate entry to the meeting.

Signature of person attending            Barcode:

Investor Code:

FORM OF PROXY
FOR THE ANNUAL GENERAL MEETING RICARDO plc (THE “COMPANY”)
Please complete, sign and return this form to reach the Company’s registrar, Capita Asset Services, no later than 10.00 a.m. on 1 November 2016

Before completing this form, please read the explanatory notes
I/We being (a) member(s) of the Company hereby appoint the Chairman of the Meeting or (Note 2)

Name of Proxy            Number of Ordinary Share (Notes 2and 3)

as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at Investec Bank plc, 2 Gresham Street, London, EC2V 7QP on 3 November 2016 at 10.00 a.m. and at any adjournment thereof. I/we have indicated with an ‘X’ how I/we wish my/our votes to be cast on the following resolutions.

RESOLUTIONS                                             RESOLUTIONS
Please mark ‘X’ to indicate how you wish to vote – see also Notes 4 and 5)

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1. To receive the Company’s accounts for the year ended 30 June 2016. 10. To reelect Dave Shemmans as a Director.
2. To approve a final dividend of |p per ordinary share. 11. To reelect Peter Gilchrist as a Director.
3. To reappoint PricewaterhouseCoopers LLP as auditors. 12. To reelect Mark Garrett as a Director.
4. To authorise the Audit Committee to determine the remuneration of the auditors. 13. To approve the Directors’ Remuneration Report for the year ended 30 June 2016.
5. To elect Malin Persson as a Director. 14. To reapprove the Ricardo plc Share Incentive Plan.
6. To reelect Laurie Bowen as a Director. 15. To authorise the Directors to allot shares.
7. To reelect Ian Gibson as a Director. 16. To renew the Directors’ power to allot shares without rights of preemption.
8. To reelect Ian Lee as a Director. 17. To authorise the Company to purchase its own shares.
9. To reelect Sir Terry Morgan as a Director. 18. To permit General Meetings to be called by notice of 14 clear days.

Signature or COMMON SEAL             Date
5. The “Vote Withheld” option is provided to enable you to instruct your proxy to abstain from voting on the resolution. A “Vote Withheld” is not a vote in law and will not be counted in the calculation of the proportion of the votes “For” or “Against” the resolution.

6. To be valid, this form of proxy, together with the power of attorney (if any) under which it is signed, or a notarially certified copy thereof, must be completed, signed and returned, either by post or delivered by hand (during business hours only), to Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF by no later than 10.00 a.m. on 1 November 2016 or in the case of an adjourned meeting, not less than 48 hours before the time of the adjourned meeting.

7. Entitlement to attend and vote at the Annual General Meeting and the number of votes which may be cast thereat will be determined by reference to the register of members of the Company as at 6.00 p.m. on 31 October 2016 or, if the Annual General Meeting is adjourned, on the register of members as at 6.00 p.m. on the date which is two working days before the date of such adjourned meeting. In each case, changes to the register of members of the Company after 6.00 p.m. on the relevant date shall be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting.

8. In the case of a corporation, this form must be executed either under its common seal or under the hand of an officer or attorney duly authorised. A copy of the authorisation of such officer or attorney must be lodged with the form of proxy.

9. 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.

10. An appointment of proxy can be returned electronically online at www.ricardoshares.com following the instructions provided.

11. 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 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 (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.

12. A shareholder may not use any electronic address provided either in this Form of Proxy or any related documents (including the Chairman’s letter and notice of Meeting) to communicate with the Company for any purposes other than those expressly stated.

13. If you are not a shareholder of the Company but you have been nominated by a shareholder under section 146 of the Companies Act 2006 to enjoy information rights, you do not have a right to appoint any proxies.