



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 2016

Notice of the Annual General Meeting of Ricardo plc (the "Company") to be held at Investec Bank plc, 2 Gresham Street, London, EC2V 7QP, on 3 November 2016 at 10.00 am, is set out on pages 2 to 13 of this circular. Whether or not you propose to attend the Annual General Meeting, please complete and submit the enclosed proxy form in accordance with the instructions printed on the 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 2016

Notice is hereby given that the Annual General Meeting of Ricardo plc ("the Company") will be held at Investec Bank plc, 2 Gresham Street, London, EC2V 7QP on 3 November 2016 at 10.00 am to consider and, if thought fit, pass the following resolutions, of which resolutions 1 to 15 will be proposed as ordinary resolutions and resolutions 16 to 18 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 2016.

Resolution 2

That a final dividend of 13.03 pence per ordinary share recommended by the directors be declared in respect of the year ended 30 June 2016.

Resolution 3

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.

Resolution 4

To authorise the Audit Committee of the Board to determine the remuneration of the Auditor.

Resolution 5

That Malin Persson be elected as a director of the Company.

Resolution 6

That Laurie Bowen be re-elected as a director of the Company.

Resolution 7

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

Resolution 8

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

Resolution 9

That Sir Terry Morgan 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 Peter Gilchrist 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 Directors' Remuneration Report (excluding the directors' remuneration policy) contained within the Report and Accounts for the year ended 30 June 2016 be approved.

Resolution 14

That:

- (a) the Ricardo plc Share Incentive Plan (the "SIP") that was approved at the Company's annual general meeting held on 10 November 2006 and originally adopted by the Company in 2007, constituted by the trust deed and rules produced to the Annual General Meeting and initialled by the chairman of the Annual General Meeting for the purposes of identification (the principal terms of which are summarised in the appendix to this notice) (the "SIP Rules"), be re-approved and the directors be authorised to continue to operate the SIP pursuant to the SIP Rules; and

(b) the directors be authorised and empowered to establish further plans based on the SIP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any ordinary shares made available under such further plans are treated as counting against the individual and plan limits set out in the SIP Rules.

Resolution 15

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, if earlier, at the conclusion of the next annual general meeting of the Company held after the passing of this resolution and for such period the "section 551 amount" shall be £4,360,522.

SPECIAL RESOLUTIONS

Resolution 16

That subject to the passing of resolution 15, 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, if earlier, at the conclusion of the next annual general meeting of the Company held after the passing of this resolution and for that period the "section 561 amount" is £660,685. 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.

Resolution 17

That the Company be generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 (the "2006 Act") to make market purchases (within the meaning of section 693 of the 2006 Act) of ordinary shares of 25p in the capital of the Company on such terms and in such manner as the directors of the Company may decide provided that:

- i) the maximum number of ordinary shares authorised to be purchased shall be 5,285,482 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) 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, 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 of the Company held 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 18

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 14 September 2016

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

EXPLANATORY NOTES

Resolution 1 – Report and Accounts

The directors are required by the Companies Act 2006 (the “2006 Act”) to present to the Annual General Meeting the accounts and the reports of the directors and auditors for the year ended 30 June 2016.

Resolution 2 – Declaration of a dividend

Final dividends must be approved by shareholders but must not exceed the amount recommended by the directors. If the Annual General Meeting approves Resolution 2, a final dividend in respect of the financial year ended 30 June 2016 of 13.03 pence will be paid on 11 November 2016 to the ordinary shareholders on the Company’s register of members at the close of business on 21 October 2016 in respect of each ordinary share.

Resolutions 3 and 4 – Re-appointment of auditor and determining their remuneration

The Company is required to appoint an auditor at each general meeting at which the accounts are laid, to hold office until the end of the next such meeting. Resolution 3, which is recommended by the Audit Committee, proposes the re-appointment of PricewaterhouseCoopers LLP as auditor of the Company and Resolution 4 follows best practice in giving authority to the Audit Committee to determine their remuneration.

Resolution 5 – Election of Malin Persson

In accordance with the Company’s Articles of Association, any director newly appointed by the Board is required to retire and submit herself for re-appointment at the first annual general meeting of the company following her appointment.

Accordingly, Malin Persson was appointed a non-executive director on 4 January 2016. Malin was employed by the Volvo Group between 1995 and 2012, where she held roles including Vice President of Corporate Strategy and Business Development, President and CEO of the research and innovation company, Volvo Technology, and Head of Environmental Affairs at Volvo Logistics. Malin is an elected member of the Royal Swedish Academy of Engineering Sciences and is owner and CEO of Accuracy AB, a consultancy and engineering company. Malin has an MSc in Industrial Engineering and Management from the Chalmers University of Technology in Gothenburg.

The Board considers that Malin brings a range of commercial, technology and automotive experience which will enable her to make a significant contribution to the Board. Accordingly, the Board unanimously recommends her election as a non-executive director of the Company.

Resolutions 6 to 12 – Re-election of directors

In order to comply with best practice in the Company’s application of corporate governance, and in accordance with the UK Corporate Governance Code, each member of the Board will retire at the Annual General Meeting and, being eligible, has offered himself or herself for re-election. The Board of directors unanimously recommends that they each be re-elected as directors of the Company. Biographical details for each of the directors are set out on pages 76 to 77 of the Company’s Report and Accounts for the year ended 30 June 2016. The Chairman confirms that following a formal performance evaluation, each of the non-executive directors who is seeking re-election at the Annual General Meeting continues to be an effective member of the Board and demonstrates commitment to his or her role, and the Board is satisfied that each of the non-executive directors seeking re-election is independent in character and judgement and that there are no relationships or circumstances that are likely to affect his or her character or judgement.

Resolution 6 – Re-election of Laurie Bowen

Laurie Bowen was appointed a non-executive director on 1 July 2016. Laurie has over 30 years of international leadership experience at IBM, British Telecom, Tata Group and Cable and Wireless Communications. She now serves as CEO, Americas for Telecom Italia Sparkle and is based in Miami, Florida. Laurie has an MBA, a BSc in Electrical Engineering and a BSc in Computer Science from Washington University in St. Louis, Missouri.

The Board considers that Laurie brings a range of commercial and international experience which enables her to make a significant contribution to the Board. Accordingly, the Board unanimously recommends her re-election as a non-executive director of the Company.

Resolution 7 – Re-election of Ian Gibson

Ian Gibson was appointed Chief Financial Officer on 1 July 2013. Ian is a Chartered Accountant (originally with Deloitte). He is a highly experienced finance professional with almost thirty years’ commercial experience, most recently as Chief Financial Officer of Cable & Wireless Worldwide plc.

Ian has made a valuable contribution to the Company and demonstrates commitment to the role. Accordingly the Board unanimously recommends his re-election as a director of the Company.

Resolution 8 – Re-election of Ian Lee

Ian Lee was appointed non-executive director and Chairman of the Audit Committee in 2008. He was a former audit partner of Ernst & Young and a member of their UK Governing Council. He was the Convener of the Institute of Chartered Accountants of Scotland Audit and Assurance Committee. Ian was a non-executive director and chairman of the audit committee of Clyde Process Solutions plc, Vice Chairman

of NHS Greater Glasgow and Clyde Board, Chairman of East Renfrewshire Integration Joint Board for the Health and Social Care Partnership and is currently the independent external member of the audit committee of the Student Loans Company and a director and trustee of Erskine Hospital.

The Board considers that Ian brings a broad range of experience in financial, audit and corporate governance matters and unanimously recommends his re-appointment as a non-executive director.

Resolution 9 – Re-election of Sir Terry Morgan

Sir Terry Morgan was appointed non-executive director on 2 January 2014 and Chairman on 29 October 2014. He is currently non-executive Chairman of Crossrail Limited, the Manufacturing Technology Centre and the National Skills Academy for High Speed. He was also a previous non-executive director of Boxwood Limited and the Department of Energy and Climate Change.

Sir Terry has many years of Board-level experience at the top of UK industry and the Board unanimously recommends his re-election as a non-executive director.

Resolution 10 – Re-election of Dave Shemmans

Dave Shemmans joined Ricardo in 1999. He was appointed to the Board as Chief Executive Officer Designate in February 2005, and became the Chief Executive Officer of Ricardo plc on 4 November 2005. Prior to joining Ricardo he was Operations Director of a subsidiary of PowerGen plc. He has also gained consulting experience in both listed and private companies. He is a graduate of the Harvard Business School. Dave was appointed non-executive director of Sutton and East Surrey Water plc on 1 September 2014.

Accordingly the Board unanimously recommends his re-appointment as a director of the Company.

Resolution 11 – Re-election of Peter Gilchrist

Peter Gilchrist was appointed non-executive director on 1 December 2010. He was appointed Chairman of the Remuneration Committee on 14 November 2013 and Senior Independent Director on 1 July 2015. His military career spanned almost four decades in the British Army, his last appointment was at the British Embassy in Washington DC. Previously, he was Master General of the Ordnance on the Army Board and an executive director in the Defence Procurement Agency for four and a half years. Peter is currently Chairman of Push Technology Limited, Enterprise Control Systems Limited and the Board of Trustees, Tank Museum. He is also a director of Synergie Global Limited.

The Board considers that Peter's expertise in defence and government contracting is highly beneficial in the context of the Company's defence sector and government-sourced operations. Accordingly the Board unanimously recommends his re-appointment as a non-executive director of the Company.

Resolution 12 – Re-election of Mark Garrett

Mark Garrett joined Ricardo in 1998 and was appointed Chief Operating Officer in 2010. Prior to joining Ricardo Mark spent 14 years in various powertrain related roles in Rover Group including at the BMW Engineering centre in Munich. Mark is a Chartered Engineer and a Fellow of the Institution of Mechanical Engineers.

Accordingly the Board unanimously recommends his re-appointment as a director of the Company.

Resolution 13 – Directors' Remuneration Report

Following changes made to the Companies Act 2006 and the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (as amended), listed companies are required to prepare a Directors' Remuneration Report and put a resolution to approve the report (other than the directors' remuneration policy) to shareholders at an annual general meeting. A copy of the Directors' Remuneration Report is set out on pages 88 to 105 inclusive of the 2016 Annual Report and Accounts and Resolution 13 seeks approval of the report. In accordance with the Companies Act 2006, the vote on this resolution is advisory and no director's remuneration is conditional upon the passing of this resolution.

Resolution 14 – Re-approval of the Company's Share Incentive Plan

At the annual general meeting held on 10 November 2006, shareholders approved the adoption by the Company of the Ricardo plc Share Incentive Plan (the "SIP"). This arrangement has subsequently been used to allow employees to purchase ordinary shares in a tax efficient manner. It also enables the Company to make further awards of its shares on an "all employee" basis.

In the letter to members that was issued in advance of the 2006 annual general meeting, it was stated that no grants would be made under the SIP more than ten years after the date on which it was approved by shareholders. This ten year period will expire shortly. However, the Company wishes to continue using the SIP in order to assist with the satisfaction of its long-standing commitment to broad employee share ownership.

The principal terms of the SIP are summarised in the appendix to this notice. Resolution 14, which will be proposed as an ordinary resolution, seeks the approval of shareholders to the continued operation of the SIP in the future.

Resolution 15 – Authority to allot new shares

The purpose of Resolution 15 is to renew the directors' authority to allot shares. At the annual general meeting of the Company held on 4 November 2015, the directors were given authority to allot ordinary shares in the capital of the Company up to a maximum nominal amount of £4,324,406 representing approximately 33% of the Company's issued ordinary share capital as at 26 August 2015. This authority expires on the date of this year's Annual General Meeting and Resolution 15 will, if passed, renew this authority to allot.

The ABI guidelines state that ABI members will permit, and treat as routine, resolutions seeking authority to allot shares representing up to one-third of the Company's issued share capital. Accordingly, in line with these guidelines, this Resolution proposes that the directors be granted authority to allot shares in the capital of the Company up to a maximum nominal amount of £4,360,522 representing 33% of the Company's issued ordinary share capital as at 17 August 2016 (the latest practicable date prior to publication of this Notice). This authority will expire 15 months following the date of passing of the resolution or, if earlier, at the conclusion of the 2017 Annual General Meeting.

The directors have no present intention of exercising this authority.

As at the date of this Notice, the Company does not hold any ordinary shares in the capital of the Company in treasury.

Resolution 16 – Disapplication of pre-emption rights

Resolution 16 will give the directors authority to allot shares in the capital of the Company, pursuant to the authority granted under Resolution 15, to allot equity securities (as defined by section 560 of the 2006 Act) or sell treasury shares for cash without first offering them to existing shareholders in proportion to their existing holdings:

in relation to pre-emptive offers and offers to holders of other equity securities if required by the rights of those securities or as the directors otherwise consider necessary, up to a maximum nominal amount of £4,360,522 which represents approximately 33% of the Company's issued ordinary shares (excluding treasury shares) as at 17 August 2016; and

in any other case, up to a maximum nominal amount of £660,685 which represents approximately 5% of the Company's issued ordinary shares (excluding treasury shares) as at 17 August 2016. In compliance with the Statement of Principles issued by the Pre-emption Group in June 2008, the directors, will ensure that, other than in relation to a rights issue, no more than 7.5% of the issued ordinary shares (excluding treasury shares) will be allotted for cash on a non pre-emptive basis over a rolling three year period unless shareholders have been notified and consulted in advance.

This authority will expire 15 months following the date of passing of the resolution or, if earlier, at the conclusion of the 2017 Annual General Meeting.

The directors have no present intention to exercise this authority.

Resolution 17 – Authority to purchase own shares

In certain circumstances, it may be advantageous for the Company to purchase its own shares and Resolution 17 seeks authority for the Company to do so (as permitted by the 2006 Act) up to a maximum of 5,285,482 ordinary shares until the conclusion of the 2017 Annual General Meeting. This represents approximately 10% of the ordinary shares in issue as at 17 August 2016 (being the latest practicable date prior to publication of this Notice) and the Company's exercise of this authority is subject to the maximum and minimum prices specified in Resolution 17.

The directors have no present intention of exercising this authority. The authority will be exercised only if the directors believe that it will be in the best interests of the Company to purchase ordinary shares including to satisfy awards or the exercise of options under employee share schemes, or if the directors otherwise believe that this will improve earnings per share. The current expectation is that any shares purchased under this authority would either be used to satisfy awards or the exercise of options under employee share schemes or would be held as treasury shares, but the Company would retain the flexibility to cancel any such shares or sell them for cash if it considers this to be in its best interests.

As at 17 August 2016 (being the latest practicable date prior to publication of this Notice) there were outstanding options and other rights to acquire shares which may be satisfied by the issue of 842,186 new ordinary shares representing 1.6 per cent of the Company's issued share capital. If this authority were exercised in full, outstanding options would represent 1.8 per cent of the Company's issued share capital (excluding treasury shares).

Resolution 18 – Notice of Meetings

Resolution 18 is a resolution to allow the Company to hold general meetings (other than annual general meetings) on 14 days' notice. Before the introduction of the Companies (Shareholders' Rights) Regulations 2009, the minimum notice period permitted by the 2006 Act for general meetings (other than annual general meetings) was 14 days. One of the amendments of the Companies (Shareholders' Rights) Regulations 2009 made to the 2006 Act was to increase the minimum notice period for listed company general meetings to 21 days, but with an ability for companies to reduce this period back to 14 days (other than for annual general meetings) provided that:

- (i) the Company offers facilities for shareholders to vote by electronic means; and
- (ii) there is an annual resolution of shareholders approving the reduction in the minimum notice period from 21 to 14 days.

The Board is therefore proposing this Resolution as a Special Resolution to approve 14 days as the minimum period of notice for all general meetings of the Company other than annual general meetings. This approval will be effective until the 2017 Annual General Meeting when it is intended that the approval will be renewed. The Company will use this notice period when permitted to do so in accordance with the 2006 Act and when the directors consider that it is appropriate to do so.

IMPORTANT NOTES TO SHAREHOLDERS

The following notes explain your general rights as a shareholder and your right to attend and vote at this Meeting or to appoint someone else to vote on your behalf.

1. The Board recommends that shareholders 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.
2. Information regarding the Meeting, including the information required by section 311A of the 2006 Act, 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 that 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 Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF; 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 Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, 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. A form of proxy which may be used to make such an appointment and give proxy instructions accompanies this Notice. 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 12p per minute plus network extras from within the UK lines are open 9.00am-5.30pm Mon-Fri), or for overseas shareholders: +44 371 664 0300. Should you wish to appoint more than one proxy, please photocopy the form and indicate 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 following 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 (available at www.euroclear.com/CREST). 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 (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(s) 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 of the Company 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 the close of business on 1 November 2016 or in the case of an adjournment of the Meeting, the close of business on the day which is two working days before the day of such adjourned Meeting. Changes to entries on the register of members after the close of business 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 2006 Act 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 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 4 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. Any corporation which is a shareholder can appoint one or more corporate representative(s) who may exercise on its behalf all of its powers as a shareholder, provided that they do not do so in relation to the same shares.
13. As at the close of business on 17 August 2016 (being the latest practicable date prior to publication of this Notice) the Company's issued share capital consisted of 52,854,823 ordinary shares of 25p each, carrying one vote each. Accordingly, the total voting rights in the Company are 52,854,823. The website referred to in note 2 will include information on the number of shares and voting rights.
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 Meeting and at the place of the Meeting from 9.45 am on the date of the Meeting until its conclusion.
15. Copies of the rules of the SIP will be available for inspection at the registered office of the Company and at the offices of Shepherd and Wedderburn LLP at Condor House, 10 St. Paul's Churchyard, London EC4M 8AL during business hours on any weekday (public holidays excluded) from the date of this Notice until the date of the Meeting and at the place of the Meeting from 9.45 am on the date of the Meeting until its conclusion.
16. 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.
17. Under sections 338 and 338A of the 2006 Act, 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 21 September 2016, 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.

18. Under section 527 of the 2006 Act 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 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 2006 Act. 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 2006 Act. Where the Company is required to place a statement on a website under section 527 of the 2006 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 Meeting includes any statement that the Company has been required under section 527 of the 2006 Act to publish on a website.
19. Except as provided above, shareholders who have general queries about the Meeting should use the following means of communication (no other methods of communication will be accepted):
 - by telephone on 01273 794776; or
 - by email to patricia.ryan@ricardo.com

You may not use any electronic address provided in either (a) this Notice, or (b) any related documents, to communicate with the Company for any purposes other than those expressly stated.

ATTENDING THE ANNUAL GENERAL MEETING

The Annual General Meeting will be held at Investec Bank plc, 2 Gresham Street, London, EC2V 7QP on Thursday 3 November 2016 at 10.00am.

APPENDIX – FURTHER INFORMATION IN RELATION TO THE RICARDO PLC SHARE INCENTIVE PLAN

The Ricardo plc Share Incentive Plan (the "SIP") was originally approved by shareholders at the Company's annual general meeting held on 10 November 2006 for an initial ten year period. Given that this period will expire shortly, the Company is seeking renewed shareholder approval to operate the SIP in the future.

The SIP, which complies with the requirements of Schedule 2 to the Income Tax (Earnings and Pensions) Act 2003, permits the acquisition by eligible employees of the Company and/or its wider group of its shares in a tax efficient manner. It also provides for the grant of tax advantaged awards of shares.

The SIP is administered by the Board or a duly authorised committee thereof and the trustees of the SIP. The principal terms of the SIP are, in all material respects, the same as those which were originally approved by shareholders in 2006, save for certain amendments which have subsequently been made to take account of changes in relevant legislation. A summary of the SIP's current principal terms is as follows:

Eligibility

All UK resident employees and full time executive directors of the Company and designated participating subsidiaries who have completed a qualifying period of employment (not exceeding eighteen months) are generally eligible to participate in the SIP.

Form of awards

The rules of the SIP (the "SIP Rules") allow for the acquisition of shares by, or award of shares to, participants on the following bases:

Free Shares – Under the SIP Rules the Company can award free shares to eligible employees up to a maximum individual value of £3,600 (or such other limit as may be provided for in the applicable legislation from time to time) per tax year. Free shares may be allocated to employees equally on the basis of salary, length of service or hours worked, or on the basis of performance. The Company last awarded free shares in 2011, but periodically reviews whether a further award would be appropriate and in the best interests of shareholders.

Partnership Shares – Partnership shares may be purchased by employees out of pre-tax salary up to a market value equal to the lower of £1,800 (or such other limit as may be provided for in the applicable legislation from time to time) per tax year or 10% of salary for that period. Employees acquire shares on a monthly basis and can withdraw partnership shares from the SIP at any time. The Company currently operates the partnership share element of the SIP.

Matching Shares – The Company can award further free shares to employees who purchase partnership shares. The maximum ratio allowable is 2 matching shares for every partnership share purchased. To date the Company has not awarded matching shares, but periodically keeps this position under review.

Dividend Shares – Dividends arising from shares held in the SIP may be reinvested in further shares. Any such reinvestment of dividends is tax-free, however dividend shares are subject to a minimum three year holding period during which employees are not permitted to sell them, unless they leave the relevant employment. Where employees leave the relevant employment during the holding period, their dividend shares are transferred out of the SIP and income tax is payable on the original dividend as if it had been received in the normal way, but in the year employment ceased.

Dilution Limit

The SIP Rules place a limitation on the number of shares which may be allocated from the unissued share capital of the Company.

The limit specifies that the number of shares which may be allocated on any day shall not, when added to the aggregate number of shares which have been allocated in the previous ten years under the SIP and any other employees' share scheme adopted by the Company, exceed such number as represents 10 per cent. of the ordinary share capital of the Company in issue immediately prior to that day.

For the purposes of this limit, options and other rights to subscribe for shares which have lapsed or been released without being exercised will not be counted.

Vesting of awards

Partnership shares may be withdrawn from the SIP at any time.

A minimum holding period of 3 years must be imposed within which participants cannot withdraw any free, matching or dividend shares from the SIP. The maximum holding period that can be imposed is 3 years for dividend shares and 5 years for free or matching shares.

A forfeiture period of up to 3 years may be imposed during which matching shares will be forfeited if the related partnership shares are withdrawn. This forfeiture period would also apply to free shares or matching shares in circumstances where the participant attempts to withdraw such shares from the SIP or ceases employment (other than if a "good leaver" – see below) within this period.

These periods are determined as and when the Company decides to award free or matching shares under the SIP.

Leavers

Partnership shares must be withdrawn from the SIP upon cessation of employment.

Free and matching shares are generally forfeited if the participant leaves the Company within the forfeiture period. However, this is not the case if he/she is a "good leaver", i.e. ceases employment by reason of injury, disability, redundancy, retirement, death or where the participant's employer or business unit ceases to be a part of the Ricardo group. If such awards are not forfeited, they must also be withdrawn from the SIP upon cessation of employment.

Change of control provisions

Upon a change of control of the Company, participants will be treated in the same way as other shareholders and will be able to direct the trustees to act on their behalf in relation to their shareholding.

In the event of a corporate reorganisation, any shares held by participants may be replaced by shares in a new holding company.

Alterations

The Company may not make any amendment that would adversely prejudice to a material extent the rights attaching to any shares awarded to or acquired by participants.

In addition, no amendment may be made to a "key feature" of the SIP if it would result in the SIP losing its tax advantages.

The Board, with the consent of the trustees of the SIP, may amend the SIP as they consider appropriate. However, shareholder approval is required to amend certain provisions to the advantage of participants or eligible employees. These provisions relate to eligibility, individual and plan limits.

Shareholder approval is not required for amendments to benefit the administration of the SIP, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for the Company or any participating company.

Overseas Plans

The Board may at any time and without further formality establish further schemes in overseas territories governed by rules similar to the SIP but modified to take account of local tax, exchange control or securities laws, regulation or practice, provided that any shares made available under any such scheme will count against the limit on the number of new shares which may be issued under the SIP.

General

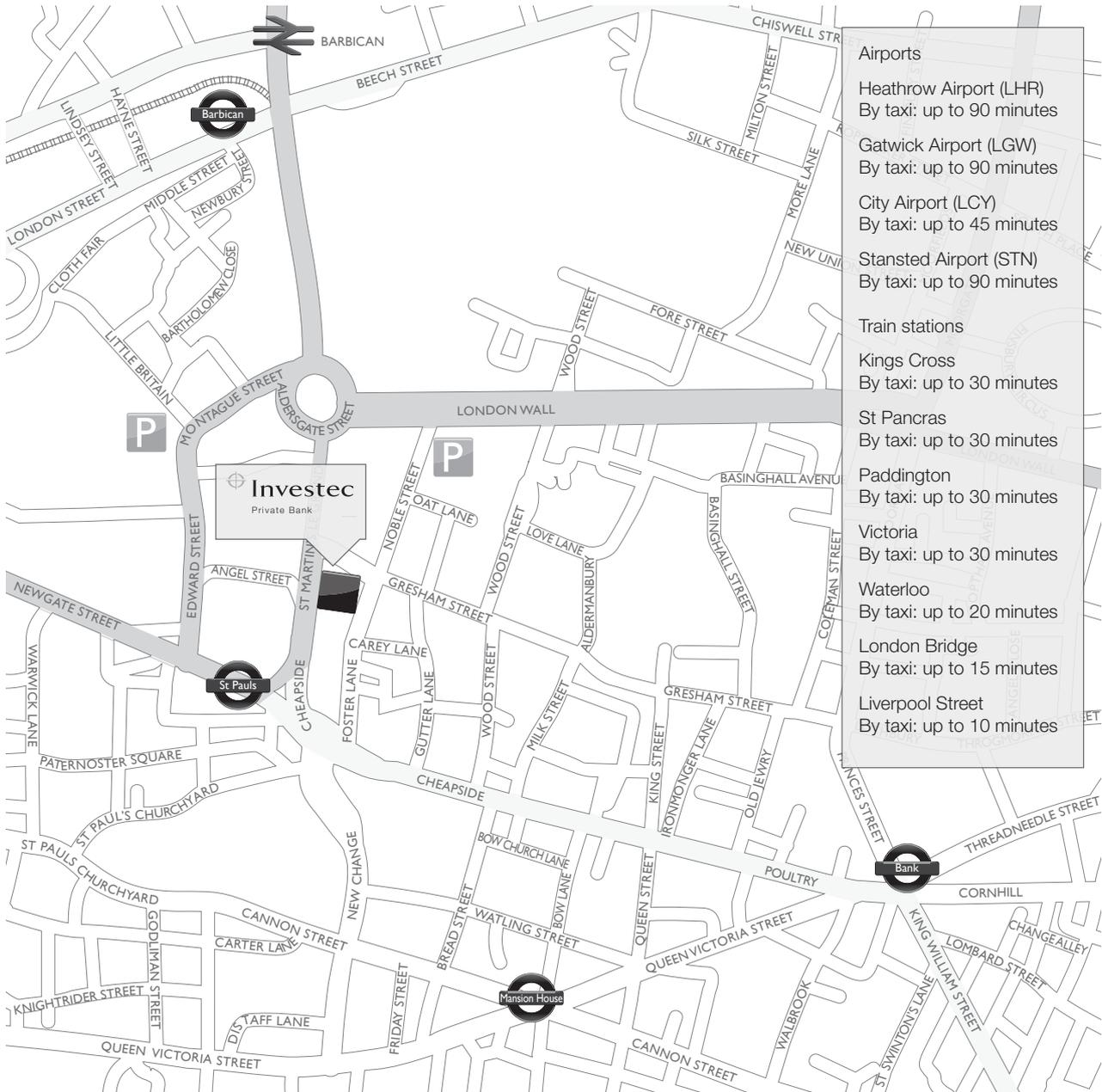
Benefits derived from the SIP do not constitute pensionable earnings of any individual.

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