

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 Registrars Limited, no later than 10.00 a.m. on 17 November 2009

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)

Number of Ordinary Shares (Notes 2 and 3)

as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at the offices of Royal Bank of Scotland plc, 250 Bishopsgate, London EC2M 4AA on 19 November 2009 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

Please indicate by ticking the box if this proxy appointment is one of multiple appointments being made. For the appointment of one or more proxy, please refer to Note 3.

RESOLUTIONS (please mark 'X' to indicate how you wish to vote – see also Notes 4 and 5)

		For	Against	Vote Withheld
1.	To receive the Company's accounts for the year ended 30 June 2009.			
2.	To approve the Directors' Remuneration Report.			
3.	To approve a final dividend of 7.5p per ordinary share.			
4.	To re-appoint PricewaterhouseCoopers LLP as auditors and to authorise the Directors to approve their remuneration.			
5.	To elect Dr Hans-Joachim Schöpf as a Director.			
6.	To re-elect David Hall as a Director.			
7.	To re-elect David Shemmans as a Director.			
8.	To re-elect Michael Harper as a Director.			
9.	To authorise the Directors to allot shares.			
10.	To renew the Directors' power to allot shares without rights of pre-emption.			
11.	To authorise the Company to purchase its own shares.			
12.	To permit General Meetings to be called by notice of 14 clear days.			
13.	To adopt new Articles of Association.			

To be completed in block capitals:

NAME:

ADDRESS:

SIGNATURE(S):

or COMMON SEAL

Date: 2009

Notes:

- Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the Annual General Meeting. The completion and return of this Form of Proxy will not prevent you from attending in person and voting at the Meeting should you subsequently decide to do so.
- If you wish to appoint a person other than the Chairman of the Meeting, please delete the words "the Chairman of the Meeting" and insert the name of your chosen proxy in the space provided (see above). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy's name (see above) 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 proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
- To appoint more than one proxy you may photocopy this form. Please indicate the proxy's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given by ticking the box where indicated.
- If you wish your proxy to cast all of your votes for or against the resolution you should insert an "X" in the appropriate box. If you wish your proxy to cast only certain votes for and certain votes against, insert the relevant number of shares in the appropriate box. In the absence of instructions, your proxy may vote or abstain from voting as he or she thinks fit on the resolution and, unless instructed otherwise, may also vote or abstain from voting as he or she thinks fit on any other business (including on a motion to amend the resolution, to propose a new resolution or to adjourn the Meeting) which may properly come before the Meeting.
- 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.
- 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 Proxy Department, the Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by no later than 10.00 a.m. on 17 November 2009 or in the case of an adjourned meeting, not less than 48 hours before the time of the adjourned meeting.
- 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 17 November 2009 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.
- 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.
- 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. Completion and return of this proxy will not preclude you from attending and voting at the Annual General Meeting should you wish to do so.
- Where shares are held in certified form and the share certificates are in ready possession of the member, an appointment of proxy can be returned electronically online at www.ricardoshares.com following the instructions provided.
- Electronic proxy appointment through CREST
Shares held in uncertified form (i.e. CREST) may be voted through the CREST electronic proxy appointment service in accordance with the procedures described in the CREST Manual.

Third Fold and tuck in

BUSINESS REPLY SERVICE
Licence No. MB 122



**CAPITA REGISTRARS
THE PROXY DEPARTMENT
PO BOX 25
BECKENHAM
KENT
BR3 4TU**

First Fold

Second Fold