

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

Notice of Annual General Meeting 2009

Notice of 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 am, is set out on page 2 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 2009

Notice is hereby given that the Annual General Meeting of Ricardo plc (“the Company”) will be held at the offices of Royal Bank of Scotland plc, 250 Bishopsgate, London EC2M 4AA, on 19 November 2009 at 10.00 am to consider and, if thought fit, pass the following resolutions, of which resolutions 1 to 12 will be proposed as ordinary resolutions and resolutions 10 to 13 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 2009.

Resolution 2

To approve the Directors’ Remuneration Report for the year ended 30 June 2009.

Resolution 3

That a final dividend of 7.5 pence per ordinary share recommended by the directors be declared in respect of the year ended 30 June 2009.

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

Resolution 6

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

Resolution 7

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

Resolution 8

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

Resolution 9

That the authority conferred on the directors by Article 4(B) of the Company’s Articles of Association (to be renumbered 5(B) following the passing of resolution 13 below) 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 80 amount” (to be referred to as the “section 551 amount” following the passing of resolution 13 below) shall be £4,220,266.

SPECIAL RESOLUTIONS

Resolution 10

That subject to the passing of resolution 9, the power conferred on the directors by Article 4(C) of the Company’s Articles of Association (to be renumbered 5(C) following the passing of resolution 13 below) 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 89 amount” (to be referred to as the “section 561 amount” following the passing of resolution 13 below) is £639,434. 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”) and for those purposes the words “pursuant to the authority conferred by paragraph (B)” shall be deemed omitted from the second line of Article 4(C) (to be renumbered 5(C) as aforementioned).

Resolution 11

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 701(3) 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 5,115,474, 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;

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- 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 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 12

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.

Resolution 13

That, with immediate effect:

- (i) the Articles of Association be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Act, are to be treated as provisions of the Company's Articles of Association; and
- (ii) the Articles of Association produced to the Meeting (and signed by the Chairman for the purposes of identification) be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company.

By Order of the Board

Patricia Ryan
Company Secretary

Dated 21 September 2009

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 61 and 62 of the Annual Report and Accounts 2009 and a note of the amendments proposed to be introduced to the Articles of Association is set out in the Appendix.
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 2 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. 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, Proxy Department, 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. 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, Proxy Department, 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). 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 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. 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 17 November 2009 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.

9. 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.

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.

10. As at the close of business on 21 September 2009 the Company's issued share capital consisted of 51,154,745 ordinary shares of 25p each, carrying one vote each. Accordingly, the total voting rights in the Company are 51,154,745. The website referred to in note 2 will include information on the number of shares and voting rights.

11. As of 21 September 2009 there were options and other rights to acquire shares which may be satisfied by the issue of new shares outstanding over 1,125,538 ordinary shares, representing 2.2 per cent of the Company's issued share capital. If the authority proposed to be given by resolution 10 (authority to make market purchases of own ordinary shares) were to be fully used, outstanding options would represent 2.0 per cent of the Company's issued share capital (excluding treasury shares).

12. 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.

13. 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.

14. 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 8 October 2009, 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.

15. 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 of 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.

16. A copy of the proposed new Articles of Association, together with a copy of the Company's existing Articles of Association marked to show the changes proposed to be made to them, will be available for inspection during normal business hours on any weekday (public holidays excluded) at the registered office of the Company and also at the offices of Hammonds LLP, 7 Devonshire Square, London EC2M 4YH from the date of this notice until the date of the Annual General Meeting and will also be available for inspection at the place of the Meeting from 9.45 am on the date of the Meeting until its conclusion.

Appendix

Explanatory notes of principal changes to be introduced by the adoption of the proposed new Articles of Association

Resolution 13 is proposed to further update the Company's Articles to take account of certain provisions of the Companies Act 2006 (the "Act") which came into force on 3 August 2009 or which come into force on 1 October 2009. The principal changes introduced in the New Articles are summarised below.

Amendments which are of a minor, technical or clarifying nature (including those which merely reflect changes made by the Act) have not been noted.

1 Company's Memorandum of Association

The Articles of Association will be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Act, will be treated as provisions of the Company's Articles of Association from 1 October 2009.

The provisions regulating the operations of the Company are currently set out in the Company's Memorandum and Articles of Association. The Company's Memorandum contains, among other things, the objects clause which sets out the scope of the activities that the Company is authorised to undertake. This is drafted to give a wide scope. The Act will significantly reduce the constitutional significance of the Memorandum by providing that a memorandum will record only the names of subscribers and the number of shares each subscriber has agreed to take in a company. Under the Act the objects clause, and all other provisions which are currently contained in the Memorandum, will be deemed to be contained in the Articles but the Company is allowed to remove these provisions by special resolution.

Further the Act states that unless a company's articles provide otherwise, a company's objects are unrestricted. This removes the need for companies to have objects clauses. For this reason the Company is proposing to remove its objects clause together with all other provisions of its Memorandum which, by virtue of the Act, are to be treated as forming part of the Company's Articles of Association from 1 October 2009. Resolution 13(i) removes these provisions. As the effect of this resolution will be to remove the statement currently in the Company's Memorandum of Association regarding limited liability, it is proposed that the New Articles adopted by Resolution 13(ii) should contain an express statement preserving the limited liability of the shareholders.

2 Authorised Share Capital and Unissued Shares

The Act abolishes the requirement for a company to have an authorised share capital and the New Articles reflect this. Directors will still be limited as to the number of shares they can at any time allot because allotment authority continues to be required under the Act, save in respect of employee share schemes.

3 Length of Notice

The provisions dealing with the convening of general meetings and the length of notice required to convene general meetings are being amended to conform to section 307A of the Act. A general meeting can be convened on 14 clear days' notice where: (i) the meeting is not an annual general meeting; (ii) a special resolution enabling a notice period of not less than 14 clear days has been passed by members; and (iii) the Company offers the facility to members to vote by electronic means. The New Articles reflect section 307A of the Act.

4 Procedure if Quorum not present

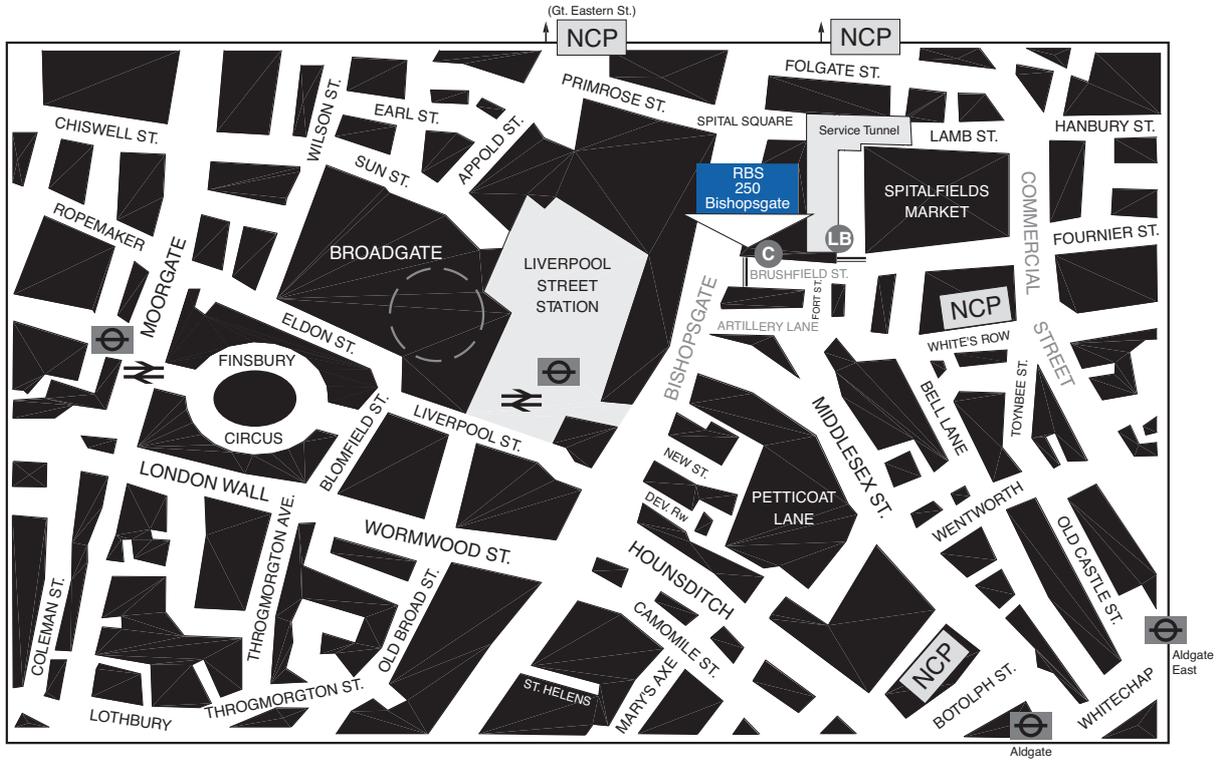
Section 307A of the Act requires that if a meeting is adjourned because the necessary quorum has not been met, where new business which was not covered in the original notice is to be considered at the reconvened meeting, full notice must be given of the reconvened meeting. The New Articles reflect this.

5 Chairman's Casting Vote

The Act now provides that any provision in the Articles of a traded company giving the Chairman a casting vote where there is an equality of votes on an ordinary resolution at a general meeting is invalid. The New Articles reflect this change.

Ricardo plc AGM Location

How to find the offices of Royal Bank of Scotland 250 Bishopsgate, London EC2M 4AA



KEY

- SERVICE TUNNEL
- LOADING BAY
- COURIER ENTRANCE
- NO ENTRY

RBS London offices are within the City of London Congestion Charging Zone. For further information visit www.cclondon.com

