

RPS Group plc ("RPS" or "the Group")

Chief Executive Succession

RPS announces that Dr Alan Hearne will retire from his role as Chief Executive of RPS shortly after the publication of the Group's half year results in August and that he will step down from the Board on 31 August 2017. John Douglas will be joining RPS and its Board on 1 June 2017 and following a period of transition will become Chief Executive on Alan's retirement from the role. Following his retirement Alan will be available to provide consulting advice to the Board until August 2018.

Alan joined RPS in 1978 becoming a director in 1979. He was appointed as Chief Executive in 1981 and was instrumental in successfully developing RPS into a highly respected international consultancy in the built and natural environment markets. RPS currently employs over 5,000 people in diverse locations throughout the world. Through a combination of organic growth and an acquisition strategy Alan led the development of a strongly profitable and cash generative group. During this time, RPS Group's revenue has grown from £1 million at time of IPO in 1987, to almost £600m in 2016.

John Douglas has had a career in strategic and operational management on an international scale. Most recently, John was Chief Executive of Coffey International Limited, an Australian listed business operating in similar markets to RPS, until its successful sale to Tetra Tech Inc. in February 2016. Prior to joining Coffey in 2011, John spent 15 years with Boral, the international building materials group, latterly as Divisional Managing Director in Australia. John was previously a consultant with Boston Consulting Group. In his early career, he worked for engineering companies in Australia and the UK. John is a civil engineer from Adelaide University and has an MBA from London Business School. He will be based in the UK.

The only public company of which John Douglas has been a director over the last five years is Coffey International Limited in Australia. There are no other matters requiring disclosure pursuant to paragraph 9.6.13 of the Listing Rules.

Ken Lever, Group Chairman said:

"Over the years, Alan has contributed enormously to the development of RPS and the creation of value for shareholders and his presence in the business will be greatly missed. We wish him well in his retirement.

I am delighted to welcome John Douglas to the Group. John's background is highly complementary to RPS's business operations and the Board is confident that he will provide the future direction for RPS in its next stage of growth and development."

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Enquiries:

RPS Group plc

**Tel: 01494 260808/
07710 147282**

Ken Lever, *Chairman*

Instinctif Partners

Justine Warren
Matthew Smallwood

Tel: 020 7457 2020



The above announcement contains inside information for the purposes of the Market Abuse Regulation.

The information set out below is provided in accordance with section 430 (2) (b) of the Companies Act 2006.

Alan Hearne has a service agreement with the Company incorporating a twelve month rolling notice period. On retirement from the Board he will receive a payment in lieu of notice equal to the value of six months' salary, pension contributions and contractual benefits, resulting in a total payment of £372,875. In addition he will be retained by the Company as a consultant for a period of twelve months at remuneration equal to his current basic salary of £581,400.

Dr Hearne will be treated as a good leaver for purposes of the executive incentive plans in which he currently participates and the following specific arrangements will apply.

- (i) Dr Hearne participated in the RPS Group Plc Bonus Plan in respect of the year to 31 December 2016 and in line with performance for that year an award of 91,959 deferred shares was made in March 2016. In accordance with the rules of that plan these shares will vest and be available to Dr Hearne on 31 August 2017.
- (ii) Dr Hearne is participating in the RPS Group Short Term Annual Bonus Plan in respect of the financial year to 31 December 2017. In respect of that plan relevant performance conditions will be measured at the end of 2017 and subject to those conditions a cash payment pro-rated to the period of service as a director will then be made.
- (iii) In March 2017 Dr Hearne received an award of 229,956 shares under the RPS Group Plc Executive Long Term Incentive Plan. In accordance with the original terms of this award relevant performance conditions will be measured three years from the date of grant and the number of shares that may vest in accordance with those conditions will be pro-rated to his period of service as a director over the three year period of the award. The maximum number of shares capable of vesting is 36,751.

RPS is an international consultancy providing advice upon the development and management of the built and natural environment; the planning and development of strategic infrastructure, and the evaluation and development of energy, water and other resources. We have offices in the UK, Ireland, the Netherlands, Norway, the United States, Canada and Australia Asia Pacific and undertake projects in many other parts of the world.