

Notice of annual general meeting

This document is important and requires your immediate attention. If you have any doubts about what action you need to take, you should contact your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised pursuant to the Financial Services and Markets Act 2000 immediately.

If you have sold or transferred all your shares in RPC Group Plc please forward this Notice, together with the accompanying document(s), as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through or to whom the sale or transfer was effected, for transmission to the purchaser or transferee.

RPC Group Plc

Registered Number 2578443

Notice is hereby given that the Nineteenth Annual General Meeting of the Company will be held at Founders' Hall, 1 Cloth Fair, London EC1A 7JQ on 27 July 2011 at 12:00 noon for the purpose of transacting the following business:

Ordinary Business

1. To receive and adopt the financial statements and the reports of the directors and auditors for the financial year ended 31 March 2011.
2. To approve the Remuneration Report for the year ended 31 March 2011.
3. To declare a final dividend on the ordinary shares of 8.1p per share in respect of the financial year ended 31 March 2011.
4. To re-elect Mr J R P Pike as a director of the Company.
5. To re-elect Mr R J E Marsh as a director of the Company.
6. To re-elect Mr S Rojahn as a director of the Company.
7. To re-elect Mr M G Towers as a director of the Company.
8. To re-elect Mr P R M Vervaat as a director of the Company.
9. To re-elect Mr P S Wood as a director of the Company.
10. To re-appoint KPMG Audit Plc as auditors of the Company.
11. To authorise the directors to fix the auditors' remuneration.

Special Business

To consider and, if thought fit, to pass the following resolutions of which numbers 12 and 13 will be proposed as ordinary resolutions and numbers 14 to 16 inclusive will be proposed as special resolutions:

12. That the authorisation given to the Board to grant share awards to employees of any company within the RPC Group resident in France under the RPC Group 2003 Unapproved Executive Share Option Scheme, the RPC Group 2003 International Sharesave Scheme and the RPC Group 2008 Performance Share Plan which are capable of benefiting from any available preferential tax and social security treatment, be and is hereby renewed for a period of 38 months from the date of the Annual General Meeting.

13. That the directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 ("the Act"), to exercise all the powers of the Company to allot shares and grant rights to subscribe for, or convert any security into, shares up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the Act) of £2,694,000 provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company (or if earlier on 27 October 2012), save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or rights to be granted, after such expiry and the directors may allot shares, or grant rights to subscribe for or to convert any security into shares, in pursuance of any such offer or agreement as if the authorisations conferred hereby had not expired.
14. That a General Meeting of the Company (other than an Annual General Meeting) may be called on not less than 14 clear days' notice.
15. That the directors be and hereby are empowered pursuant to sections 570(1) and 573 of the Companies Act 2006 ("the Act") to:
 - (a) allot for cash and make offers or agreements to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 13 above as if section 561 of the Act did not apply to any such allotment, and
 - (b) sell ordinary shares (as defined in section 560(1) of the Act) in the Company if, immediately before the sale such shares are held by the Company as treasury shares (as defined in section 724(5) of the Act) (treasury shares) for cash (as defined in section 727(2) of the Act), as if section 561 of the Act did not apply to any such sale,

provided that such power shall be limited to the allotment of equity securities and the sale of treasury shares:

- (i) in connection with or pursuant to an offer of or invitation to acquire equity securities in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment or sale (and holders of any other class of equity securities entitled to participate therein or if the directors consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever; and
- (ii) in the case of the authorisation granted under resolution 13 above (or in the case of any transfer of treasury shares), and otherwise than pursuant to paragraph (i) of this resolution, up to an aggregate nominal amount of £404,100;

such power to expire at the conclusion of the Annual General Meeting of the Company to be held in 2012 or on 27 October 2012, whichever is the earlier, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted or treasury shares to be sold after such expiry and the directors may allot equity securities or sell treasury shares pursuant to any such offer or agreement as if the power conferred thereby had not expired.

16. That the Company is hereby generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 ("the Act") to make market purchases (within the meaning of section 693(4) of the Act) on the London Stock Exchange of any of its ordinary shares of 5p each in the capital of the Company (the ordinary shares) subject to the following restrictions and provisions:
 - (a) the maximum number of ordinary shares hereby authorised to be purchased is 16,167,900;
 - (b) the minimum price which may be paid for an ordinary share is 5p;
 - (c) the maximum price which may be paid for an ordinary share is an amount equal to 105% of the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the 5 business days immediately preceding the day on which the ordinary share is purchased;

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- (d) unless previously renewed, revoked or varied, this authority shall expire at the conclusion of the Annual General Meeting of the Company held in 2012 or on 27 July 2012, whichever is the earlier; and
- (e) the Company may make a contract to purchase ordinary shares under this authority before the expiry of such authority, which will or may be executed wholly or partly after the expiry of such authority, and may make such a purchase of ordinary shares pursuant to any such contract.

Recommendation

The directors of the Company believe that all the proposed resolutions to be considered at the Annual General Meeting as set out in this document are in the best interests of the Company and its shareholders as a whole. Accordingly, the directors unanimously recommend that you vote in favour of them as they intend to do in respect of their own shareholdings.

By order of the Board

Rebecca K Joyce
Company Secretary
21 June 2011

Registered Office:
Sapphire House
Crown Way
Rushden
Northants
NN10 6FB

Notes

1. Right to attend and vote

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that in order to have the right to attend and vote at the meeting (and also for the purpose of determining how many votes a person entitled to attend and vote may cast), a person must be entered on the register of members of the Company at 6.00 p.m. on Monday 25 July 2011 or, in the event of any adjournment, at 6.00 p.m. on the date which is two days before the day of the adjourned meeting. Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.

2. Proxies

A member of the Company is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, to speak and to vote at the meeting. A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him/her. A proxy need not be a member of the Company. A form of proxy for the meeting is enclosed.

To be valid any proxy form or other instrument appointing a proxy must be received by post or by hand (during normal business hours only) by our registrars, Equiniti, at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6ZX, United Kingdom or electronically at www.sharevote.co.uk using the Voting ID, Task ID and Shareholder Reference Number set out on the form(s) of proxy, in each case not later than 12.00 p.m. on Monday 25 July 2011. If you are a CREST member, see note 3 below.

Completion of a form of proxy, or other instrument appointing a proxy or any CREST Proxy Instruction will not preclude a member attending and voting in person at the meeting if he/she wishes to do so.

A "Vote Withheld" option is provided on the form of proxy which enables a member to abstain on any particular resolution. It should be noted that a "Vote Withheld" is not a vote in law and will not be counted in the calculation of the proportion of votes "For" or "Against" a resolution.

3. CREST members

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available via www.euroclear.com/CREST). 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 or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is 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 our registrars, Equiniti (ID RA19) by 12.00 p.m. on Monday 25 July 2011. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. 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, to procure that his/her CREST sponsor or voting service provider(s) take(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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

4. Nominated persons

Any 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 have a right, under an agreement between him/her and the member by whom he/she was nominated, 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 have a right, under such agreement, to give instructions to the member as to the exercise of voting rights.

The statement of the above rights of the members in relation to the appointment of proxies does not apply to Nominated Persons. Those rights can only be exercised by shareholders of the Company.

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5. Corporate Representatives

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

6. Right to ask questions

Any member attending the Annual General 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.

7. Documents on display

Copies of executive directors' service agreements and copies of the terms and conditions of appointment of non-executive directors are available for inspection at the Company's registered office during normal business hours from the date of this notice until the close of the Annual General Meeting and will be available for inspection at the place of the Annual General Meeting for at least 15 minutes prior to and during the meeting.

8. Website publication of audit concerns

Pursuant to requests made by members of the Company under section 527 of the Companies Act 2006 ("the Act"), the Company may be required 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 Act. The Company may not require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the 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 Annual General Meeting includes any statement that the Company has been required under section 527 of the Act to publish on a website.

9. Website address

A copy of this notice, and other information required by section 311A of the Companies Act 2006, can be found at www.rpc-group.com

10. Total number of shares and voting rights

As at 20 June 2011 (being the last practicable day prior to the publication of this notice) the Company's issued share capital consists of 161,679,108 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at that date are 161,679,108.

11. Communication

You may not use any electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided in this Notice of Meeting (or in any related documents including the proxy form) to communicate with the Company for any purposes other than those expressly stated.

Explanatory notes

Resolution 1: To Receive and Adopt the Report and Accounts

The business of the Annual General Meeting (AGM) will begin with a resolution to receive the financial statements, together with the reports of the directors and auditors, in respect of the year ended 31 March 2011. The Report and Accounts 2011 is available on the Company's website and copies will be available at the AGM.

Resolution 2: To Approve the Remuneration Report

Under section 439 of the Companies Act 2006, the Company is required to give shareholders the opportunity to cast an advisory vote on the Directors' Remuneration Report for the year ended 31 March 2011. The Remuneration Report is set out in full on pages 32 to 41 of the Report and Accounts 2011. Alternatively, the Remuneration Report is obtainable on request from the Company Secretary at the registered office of the Company, or from the Company's website.

Resolution 3: To Declare a Final Dividend

The Company paid an interim dividend of 3.4p per ordinary share on 28 January 2011. The directors recommend a final dividend of 8.1p per ordinary share bringing the total dividend for the year to 11.5p per ordinary share.

If Resolution 3 is approved by shareholders the final dividend for the year ended 31 March 2011 will be paid on 2 September 2011 to shareholders whose names are on the register of members at the close of business on 5 August 2011.

Resolutions 4 to 9: Re-election of the Directors of the Company

Resolutions 4 to 9 are concerned with the re-election of directors at this year's AGM.

Under the Company's Articles of Association, any director appointed by the Board since the date of the last AGM or who was a director at the two preceding AGMs and who was not appointed or re-appointed by the Company in general meeting at or since either such meeting shall retire from office. Retiring directors are eligible for re-election. P R M Vervaat, having served three years since his last re-election retires this year in accordance with the Articles of Association and, being eligible, offers himself for re-election.

Following the Company's entry into the FTSE 250 earlier this year, the Board has decided to adopt early the provision of the UK Corporate Governance Code in respect of the re-election of directors of FTSE 350 companies. In addition, according to guidance issued by the Association of British Insurers, its members will expect that all members of the Board wishing to remain in office will stand for re-election at the next AGM following a rights issue where the proceeds are more than one third of its issued share capital. Consequently, with the exception of D J Wilbraham who is not seeking re-election and will retire at the end of the AGM, all the directors will retire from office and, being eligible, submit themselves for re-election on an individual basis at the AGM and annually thereafter.

The biographical details for each director and other relevant information can be found on page 7 of the Report and Accounts 2011. Details of the directors' service contracts or terms of appointment are described in the Remuneration Report on pages 36 and 37 and the performance evaluation procedure is described in the Corporate Governance Report on page 23 of the Report and Accounts 2011.

Following individual formal performance evaluation by the chairman, or in the case of the chairman, led by the senior independent director, the Board confirms that each director's performance continues to be effective and to demonstrate commitment to the role and recommends them for re-election. The knowledge and experience and contribution made by each director to the Board is set out below:

- Since his appointment J R P Pike, Chairman, has made a significant contribution to the Group as a result of his experience in strategic and operational improvement and development in a range of UK and international businesses and through his effective leadership of the Board.
- R J E Marsh, Chief Executive, has over 40 years experience in the packaging industry in the UK and Europe. He was involved in the manufacture and sale of folding cartons with Metal Box and subsequently Reed International before being appointed Chief Executive of the RPC Group in 1989.
- S Rojahn, independent non-executive director, makes a valuable contribution to the Board through his engineering and management expertise and his experience in industry in Europe as well as in emerging markets including China, India and Latin America.
- M G Towers, independent non-executive director, is a chartered accountant with extensive financial and managerial experience as finance director of a variety of businesses and has made a considerable contribution to the Company in his role as Chairman of the Audit Committee.

Explanatory notes continued

- P R M Vervaat, Finance Director and a registered controller, joined the Board in 2007 with experience in various financial roles in the Netherlands, UK, Germany and Belgium. He has strong strategic and financial accounting skills and has been instrumental in the success of RPC 2010 structural cost savings and working capital reduction.
- P S Wood, Senior Independent Director, is a chartered accountant who brings wide financial and managerial experience to the Board from roles as finance director and chief executive of a number of chemical and industrial businesses and subsequent experience as a non-executive director and chairman.

Resolution 10: To Re-appoint KPMG Audit Plc as the Company's Auditors

Auditors must be appointed at every AGM at which accounts are presented to the shareholders. KPMG Audit Plc has advised its willingness to stand for re-appointment as the auditors of the Company. The Board recommends their re-appointment following recommendation by the Audit Committee which has conducted an evaluation of the auditors' effectiveness, independence and objectivity.

Resolution 11: To Authorise the Directors to fix the Auditors' Remuneration

Shareholders will be asked to grant authority to the directors of the Company to determine the auditors' remuneration.

Resolution 12: To renew the RPC Group Employee Share Schemes in France

The rules of the RPC Group 2003 Unapproved Executive Share Option Scheme, the RPC Group 2003 International Sharesave Scheme and the RPC Group 2008 Performance Share Plan (the "Schemes") have been previously approved by shareholders.

In order that the Company and award holders resident in France may continue to benefit from any available preferential tax and social security treatment under the relevant legislation in France, the authorisation given by the Company's shareholders to the Board to grant awards under the Schemes must be renewed. The Company is therefore seeking renewed authority for the Board to grant awards under the Schemes to employees of the Company, who are resident in France, for a further period of 38 months from the date of this Resolution so that any awards granted will qualify for beneficial tax treatment.

If Resolution 12 is not approved, the Company may still operate the Schemes in France until the Schemes' respective termination dates. However, in those circumstances, future grants of awards under the Schemes to employees resident in France would no longer, under current provisions, be tax efficient from a Company or award holder perspective.

Resolution 13: Authority to Allot Shares

Your directors may allot shares and grant rights to subscribe for, or convert any security into, shares only if authorised to do so by shareholders. The authority granted at the last AGM is due to expire at this year's AGM. Accordingly, Resolution 13 will be proposed as an ordinary resolution to grant new authorities to allot shares and grant rights to subscribe for, or convert any security into, shares. If given, these authorities will expire at the AGM in 2012 or on 27 October 2012, whichever is the earlier.

Resolution 13 will allow the directors to allot ordinary shares up to a maximum nominal amount of £2,694,000, representing one third of the Company's existing issued share capital calculated as at 20 June 2011 (being the latest practicable date prior to publication of this document). The directors have no immediate plans to make use of this authority with the exception of the issue of further ordinary shares to fulfil the Company's obligations under its various employee share option schemes.

Resolution 14: Notice of General Meetings other than Annual General Meetings

The notice period required by the Companies Act 2006 for general meetings of the Company is at least 21 clear days unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days. (AGMs must be held on at least 21 clear days' notice.)

Previously, the Company was able to call general meetings other than an AGM on at least 14 clear days' notice without obtaining such shareholder approval. In order to preserve this ability, Resolution 14 seeks the necessary shareholder approval which will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed.

The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

In order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting.

Resolution 15: Disapplication of Pre-emption Rights

The directors of the Company also require additional authority from the shareholders to allot shares or grant rights over shares or sell treasury shares where they propose to do so for cash and otherwise than to existing shareholders pro-rata to their holdings. Resolution 15 seeks to renew the authority granted to the directors, at the AGM held on 21 July 2010, to allot securities of the Company up to a specified amount in connection with a rights issue without having to obtain prior approval from shareholders on each occasion, and also to allot a smaller number of these for cash or to sell treasury shares without first being required to offer such shares to existing shareholders. Resolution 15 will be proposed as a special resolution to grant such authority.

In accordance with Financial Services Authority regulations and Investment Protection Committee guidelines, the number of shares which may be issued for cash under the latter authority will not exceed an aggregate nominal amount of £404,100, being approximately 5% of the total issued share capital of the Company as at 20 June 2011 (the last practicable day prior to the publication of this notice). In addition, the number of shares which may be issued for cash other than to existing shareholders, will not exceed 7.5% of the Company's total issued share capital in any rolling three year period without prior consultation with shareholders.

If given, the authority to disapply pre-emption rights will terminate not later than 27 October 2012.

Resolution 16: Purchase by the Company of its own Shares

The directors consider that there may be circumstances in which it would be desirable for the Company to purchase its own shares in the market. Although the directors have no plans to make such purchases they would like to be able to act if circumstances arose in which they considered such purchases to be desirable. Under Article 5 of the Company's Articles of Association, authority is granted to the Company to purchase its own shares subject to the provision of the Companies Act 2006. Resolution 16 proposes that the Company's authority to purchase up to 10% of the issued share capital of the Company be renewed by special resolution. The authority will terminate not later than 27 July 2012.

The authority is restricted to a maximum of 16,167,900 shares (which is equivalent to approximately 10% of the issued share capital of the Company as at 20 June 2011) with a minimum purchase price of 5p per share and a maximum price which will not be more than 5% above the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the 5 business days immediately preceding the day on which the ordinary share is purchased.

The directors of the Company believe that it is advantageous for the Company to have this flexibility to make market purchases of its own shares. In the event that shares are purchased, they would either be cancelled (and the number of shares in issue would be reduced accordingly) or retained as treasury shares. The Companies Act 2006 enable companies to hold shares repurchased as treasury shares with a view to possible re-sale at a future date rather than having to cancel them.

The Company will consider holding repurchased shares pursuant to the authority conferred by Resolution 16 as treasury shares. This would give the Company the ability to re-issue treasury shares quickly and cost effectively and would provide the Company with additional flexibility in the management of its capital base. Any issues of treasury shares for the purposes of the Company's employee share schemes will be made within the 10% anti-dilution limit set by the Association of British Insurers.

The directors of the Company will only exercise this authority to purchase shares if they are satisfied that a purchase would result in an increase in earnings per share and be in the best interests of shareholders generally. Incentive schemes for directors with earnings per share targets would be adjusted for any reduction in issued share capital.