

NOTES

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder as his/her proxy to exercise all or any of his/her rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the chairman, please insert the name of your chosen proxy holder in the space provided (see overleaf). If the proxy is being appointed in relation to less than your full voting entitlement, please enter 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).
2. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder'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. All forms must be signed and should be returned together in the same envelope to the address in note 12.
3. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communication from the Company in accordance with section 146 of the Companies Act 2006 ('Nominated Persons'). Nominated Persons may have a right under an agreement with the registered shareholder who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if Nominated Persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
4. The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution. However, 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 the votes 'For' and 'Against' a resolution.
5. Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the register of members of the Company at 6.00pm on 12 December 2010. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
6. Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
7. The completion and return of this form will not preclude a member from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
8. In the case of joint holders of any share, where more than one of the joint holders purports to appoint a proxy in respect of the same share, only the appointment submitted by the person whose name stands first in the register as one of the joint holders will be accepted.
9. This proxy form must be signed and dated by the member, or on the case of joint holders, anyone of the joint holders, or his or her attorney duly authorised in writing. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by a duly authorised officer or attorney for the company. Any power of attorney or other authority under which this proxy form is signed, or a notarially certified copy of such power or authority, must be included with the proxy form, or clearly indicate the appointment of the proxy to which it relates, and must be received by Capita Registrars no later than 48 hours before the time fixed for holding the meeting or adjourned meeting at which the person named in the instrument is authorised to vote.
10. For details of how to change your proxy directions or revoke your proxy appointment see the notes to the notice of meeting.
11. You may not use any electronic address provided in this proxy form or in any accompanying document for delivering this proxy form or communicating with the Company for any purposes other than those expressly stated.
12. The Form of Proxy must arrive at Capita Registrars, FREEPOST RSBH-UXKS-LRBC, PXS, 34 Beckenham Road, Beckenham, BR3 4TU during usual business hours accompanied by any power of attorney under which it is executed (if applicable) no later than 48 hours before the meeting.
13. Please return the proxy form to Capita Registrars in the envelope provided.

FORM OF PROXY

RSM TENON GROUP PLC - ANNUAL GENERAL MEETING 2010

FOR USE BY ORDINARY SHAREHOLDERS

Relating to the Annual General Meeting to be held at 10.00am on Tuesday 14 December 2010, at the offices of Macfarlanes LLP, 20 Cursitor Street, London EC4A 1LT

To be effective this form must be lodged with the Company's registrars 48 hours before the meeting.

I/We

FULL NAME(S) IN BLOCK CAPITALS

of

ADDRESS IN BLOCK CAPITALS

being holder(s) of Ordinary Shares of 10p each in the capital of the Company hereby appoint the chairman of the meeting or (see note 1 overleaf)

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as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held at 10.00am on Tuesday 14 December 2010 and at any adjournment thereof. I have indicated with a > how I/we wish my/our votes to be cast on the following resolution:

Please tick here if you are appointing more than one proxy.

The above proxy is appointed to exercise the rights attached to all or (insert number of shares (see note 1 overleaf)) of the Ordinary Shares held by me.

RESOLUTIONS

Please mark > to indicate how you wish to vote

ORDINARY RESOLUTIONS		For	Against	Withheld
1	To receive and adopt the accounts and reports of the directors and auditors for the year ended 30 June 2010	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	To approve the directors' remuneration report for the year ended 30 June 2010	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	To declare a final dividend of 1.6p per ordinary 10p share payable to shareholders on the register on 3 December 2010	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	To re-elect Andrew Paul Raynor in accordance with the Company's articles of association, as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	To re-appoint PricewaterhouseCoopers LLP as auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	To authorise the directors to determine the auditors' remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	To approve the renewal of the RSM Tenon Group PLC Share Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	To authorise the directors to allot shares pursuant to section 551 of the Companies Act 2006 (the 'Act')	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	To authorise the Company to use electronic means to convey information to members	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
SPECIAL RESOLUTIONS				
10	To authorise the directors to allot shares pursuant to section 570 and section 573 of the Act	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11	To authorise the Company to make market purchases (as defined by section 693(4) of the Act) of its Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12	That, general meetings (other than any Annual General Meeting) of the Company may be called on not less than 14 clear days' notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13	To adopt the new articles of association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In the absence of instructions, the proxy is authorised to vote (or abstain from voting) at his/her discretion on the specified resolutions. The proxy is also authorised to vote (or abstain from voting) on any business which may properly come before the meeting.

Signature

Date

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