



AGM Voting – 26 March 2012

At the AGM of RM plc, held on 26 March 2012, all resolutions were passed by a show of hands.

Proxy votes cast were as follows:

	In favour		Discretion		Against		Withheld
Ordinary Resolutions							
1. To receive and consider the Company's accounts and reports of the Directors and auditor for the 14 months ended 30 November 2011.	76,250,852	98.79%	2,985	0.01%	922,612	1.20%	410
2. To declare a dividend.	76,247,092	99.98%	7,685	0.01%	358	0.01%	921,724
3. To re-elect Jo Connell as a Director.	74,450,574	96.48%	2,985	0.01%	2,712,371	3.51%	10,929
4. To re-elect Iain McIntosh as a Director.	77,146,109	99.97%	2,985	0.01%	16,836	0.02%	10,929
5. To re-elect Sir Mike Tomlinson as a Director.	74,445,545	96.46%	2,985	0.01%	2,722,100	3.53%	6,229
6. To elect Lord Andrew Adonis as a Director.	77,139,811	99.96%	2,985	0.01%	23,155	0.03%	10,908
7. To elect Deena Mattar as a Director.	74,450,395	96.47%	2,985	0.01%	2,712,444	3.52%	11,035
8. To elect Martyn Ratcliffe as a Director.	68,872,098	91.91%	2,985	0.01%	6,054,323	8.08%	2,247,453
9. To appoint KPMG Audit Plc as auditor of the Company until the conclusion of the next general meeting at which accounts are laid before the Company.	77,161,431	99.98%	2,985	0.01%	654	0.01%	11,789
10 To authorise the Directors to fix the remuneration of the auditor.	77,120,582	99.96%	20,545	0.03%	1,782	0.01%	33,950
11. To approve the Board Report on Remuneration contained in the Company's Annual Report and Accounts for the 14 months ended 30 November 2011.	52,787,163	76.35%	3,285	0.01%	16,340,164	23.64%	8,046,247
12 To approve the exclusion of the share option grant awarded to Martyn Ratcliffe from the ABI guidelines	54,947,483	77.66%	2,985	0.01%	15,796,555	22.33%	6,429,836
13 To authorise the Directors to allot securities up to the Section 551 Amount of £623,119.	77,028,568	99.81%	2,985	0.01%	138,009	0.18%	7,297
Special Resolutions							
14 To authorise the Directors to allot securities up to the Section 560(3) Amount of £93,468.	77,041,301	99.83%	2,985	0.01%	125,328	0.16%	7,245
15 To authorise the Directors to make market purchases of the Company's shares.	77,133,433	99.94%	1,600	0.01%	35,228	0.05%	6,598
16 That, subject to the Company's Articles of Association, a general meeting (other than an annual general meeting) may be called on not less than 14 clear days' notice.	74,796,611	96.91%	2,985	0.01%	2,376,873	3.08%	390

Note: Percentage of votes excludes Withheld votes

The total number of voting rights in RM plc is 93,471,147.