

AGM Voting – 24 April 2013

At the AGM of RM plc, held on 24 April 2013, 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 year ended 30 November 2012.	77,112,744	99.97%	14,672	0.02%	273	0.01%	52
2.	To declare a dividend.	77,113,269	99.98%	14,472	0.02%	0	0.00%	0
3.	To re-elect Lord Andrew Adonis as a Director.	73,705,311	99.03%	8,522	0.01%	714,808	0.96%	2,699,100
4.	To re-elect Jo Connell as a Director.	77,096,274	99.96%	11,422	0.01%	20,045	0.03%	0
5.	To re-elect Iain McIntosh as a Director.	76,947,124	99.77%	11,422	0.01%	169,195	0.22%	0
6.	To re-elect Deena Mattar as a Director.	77,096,274	99.96%	11,422	0.01%	20,045	0.03%	0
7.	To re-elect Martyn Ratcliffe as a Director.	74,961,189	97.20%	11,422	0.01%	2,155,130	2.79%	0
8.	To elect David Brooks as a Director.	76,948,845	99.77%	11,422	0.01%	167,254	0.22%	220
9.	To re-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.	77,114,412	99.97%	12,047	0.02%	1,282	0.01%	0
10.	To authorise the Directors to fix the remuneration of the auditor.	77,112,319	99.97%	13,400	0.02%	220	0.01%	1,802
11.	To approve the Board Report on Remuneration contained in the Company's Annual Report and Accounts for the year ended 30 November 2012.	67,800,008	91.87%	7,850	0.01%	5,991,888	8.12%	3,327,995
12.	To authorise the Directors to allot securities up to the Section 551 Amount of £623,436.	77,093,774	99.96%	13,525	0.02%	18,895	0.02%	1,547
Special Resolutions								
13.	To authorise the Directors to allot securities up to the Section 560(3) Amount of £93,515.	77,109,557	99.97%	13,525	0.02%	3,112	0.01%	1,547
14.	To authorise the Directors to make market purchases of the Company's shares.	77,103,787	99.97%	12,140	0.02%	10,814	0.01%	1,000
15.	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.	75,557,612	97.96%	13,525	0.02%	1,556,604	2.02%	0

Note: Percentage of votes excludes Withheld votes

The total number of voting rights in RM plc is 93,515,447