

AGM Voting – 19 March 2014

At the AGM of RM plc, held on 19 March 2014, 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, the strategic report and the reports of the Directors and auditor for the year ended 30 November 2013.	75,432,290	99.98%	6,680	0.01%	615	0.01%	11,205
2.	To declare a dividend of 2.46 pence per share.	75,432,905	99.98%	17,885	0.02%	0	0.00%	0
3.	To re-elect Lord Andrew Adonis as a Director.	75,305,997	99.85%	6,680	0.01%	107,208	0.14%	30,905
4.	To re-elect David Brooks as a Director.	75,167,865	99.65%	6,680	0.01%	256,545	0.34%	19,700
5.	To re-elect Iain McIntosh as a Director.	75,134,092	99.65%	6,680	0.01%	253,742	0.34%	56,276
6.	To re-elect Deena Mattar as a Director.	75,306,252	99.85%	6,680	0.01%	106,203	0.14%	31,655
7.	To elect John Poulter as a Director.	75,306,543	99.85%	6,680	0.01%	105,962	0.14%	31,605
8.	To elect Patrick Martell as a Director.	75,305,793	99.85%	6,680	0.01%	106,492	0.14%	31,825
9.	To appoint KPMG LLP as auditor of the Company until the conclusion of the next general meeting at which accounts are laid before the Company.	74,878,318	99.25%	12,680	0.02%	547,837	0.73%	11,955
10.	To authorise the Directors to fix the remuneration of the auditor.	75,431,808	99.98%	6,733	0.01%	835	0.01%	11,414
11.	To approve the Remuneration Policy contained within the Remuneration Report in the Company's Annual Report and Accounts for the year ended 30 November 2013.	71,934,154	96.24%	6,733	0.01%	2,802,489	3.75%	707,414
12.	To approve the Remuneration Report contained in the Company's Annual Report and Accounts for the year ended 30 November 2013 (other than the part containing the Directors' Remuneration Policy).	73,128,123	97.85%	6,733	0.01%	1,596,166	2.14%	719,768
13.	To authorise the Directors to allot securities up to the Section 551 Amount of £623,436.	75,382,668	99.93%	6,733	0.01%	43,975	0.06%	17,414
Special Resolutions								
14.	To authorise the Directors to allot securities up to the Section 560(3) Amount of £93,515.	75,430,246	99.98%	6,733	0.01%	1,377	0.01%	12,434
15.	To authorise the Directors to make market purchases of the Company's shares.	75,407,966	99.95%	16,553	0.02%	26,062	0.03%	209
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.	74,700,818	99.00%	6,733	0.01%	743,239	0.99%	0
17.	To (a) declare a special dividend of 16.00 pence per share and (b) approve an associated share consolidation.	75,419,566	99.96%	6,733	0.01%	23,471	0.03%	1,020

Note: Percentage of votes excludes Withheld votes

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