

AGM Voting – 25 March 2015

At the AGM of RM plc, held on 25 March 2015, 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 financial statements, the strategic report and the reports of the Directors and auditor for the year ended 30 November 2014.	69,489,523	99.99%	9,291	0.01%	0	0.00%	123,375
2.	To declare a final dividend of 3.04 pence per ordinary share.	69,495,995	99.99%	2,819	0.01%	0	0.00%	123,375
3.	To re-elect John Poulter as a Director.	67,792,731	97.54%	2,819	0.01%	1,703,264	2.45%	123,375
4.	To re-elect Lord Andrew Adonis as a Director.	67,791,754	97.54%	2,819	0.01%	1,704,241	2.45%	123,375
5.	To re-elect David Brooks as a Director.	69,332,857	99.76%	2,819	0.01%	162,991	0.23%	123,522
6.	To re-elect Iain McIntosh as a Director.	69,335,264	99.76%	2,819	0.01%	160,731	0.23%	123,375
7.	To re-elect Patrick Martell as a Director.	67,792,075	97.54%	2,819	0.01%	1,703,920	2.45%	123,375
8.	To re-elect Deena Mattar as a Director.	67,792,075	97.54%	2,819	0.01%	1,703,920	2.45%	123,375
9.	To re-appoint KPMG LLP as auditor of the Company until the conclusion of the next general meeting at which accounts are laid before the Company.	69,494,312	99.98%	2,819	0.01%	817	0.01%	124,241
10.	To authorise the Directors to fix the remuneration of the auditor.	69,495,191	99.98%	2,819	0.01%	804	0.01%	123,375
11.	To approve the Remuneration Policy contained within the Remuneration Report in the Company's Annual Report and Financial Statements for the year ended 30 November 2014.	50,927,375	73.28%	3,001	0.01%	18,562,421	26.71%	129,392
12.	To approve the Remuneration Report contained in the Company's Annual Report and Financial Statements for the year ended 30 November 2014 (other than the part containing the Directors' Remuneration Policy).	58,353,588	85.35%	3,001	0.01%	10,011,996	14.64%	1,253,604
13.	To authorise the Directors to allot relevant securities up to the Section 551 Amount of £629,638.	69,482,536	99.98%	3,001	0.01%	8,027	0.01%	128,625
Special Resolutions								
14.	To authorise the Directors to allot equity securities up to the Section 560(3) Amount of £94,445.	69,482,841	99.97%	2,819	0.01%	12,151	0.02%	124,378
15.	To authorise the Directors to make market purchases of the Company's shares.	69,488,495	99.98%	1,608	0.01%	8,711	0.01%	123,375
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.	68,762,104	98.93%	2,819	0.01%	733,891	1.06%	123,375

Note: Percentage of votes excludes Withheld votes

The total number of voting rights in RM plc is 82,640,016.