

AGM Voting – 23 March 2016

At the AGM of RM plc, held on 23 March 2016, 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 2015.	66,240,330	99.98%	4,912	0.01%	627	0.01%	0
2.	To declare a final dividend of 3.80 pence per ordinary share.	66,242,618	99.98%	3,162	0.01%	89	0.01%	0
3.	To re-elect John Poulter as a Director.	64,913,709	97.99%	3,372	0.01%	1,328,132	2.00%	656
4.	To re-elect Lord Andrew Adonis as a Director.	64,989,548	98.10%	3,162	0.01%	1,253,159	1.89%	0
5.	To re-elect David Brooks as a Director.	66,015,477	99.65%	3,372	0.01%	227,020	0.34%	0
6.	To re-elect Patrick Martell as a Director.	61,229,941	92.42%	3,372	0.01%	5,012,555	7.57%	0
7.	To re-elect Deena Mattar as a Director.	64,989,834	98.10%	3,372	0.01%	1,252,663	1.89%	0
8.	To elect Neil Martin as a Director.	66,092,200	99.76%	3,372	0.01%	150,297	0.23%	0
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.	66,118,714	99.80%	3,372	0.01%	123,127	0.19%	656
10.	To authorise the Directors to fix the remuneration of the auditor.	66,241,688	99.98%	3,554	0.01%	627	0.01%	0
11.	To approve the Remuneration Report contained in the Company's Annual Report and Financial Statements for the year ended 30 November 2015 (other than the part containing the Directors' Remuneration Policy).	54,270,155	81.92%	3,344	0.01%	11,966,227	18.07%	6,142
12.	To authorise the Directors to allot relevant securities up to the Section 551 Amount of £629,714.	66,230,517	99.97%	3,558	0.01%	10,447	0.02%	1,347
Special Resolutions								
13.	To authorise the Directors to allot equity securities up to the Section 560(3) Amount of £94,457.	66,157,436	99.87%	3,554	0.01%	82,001	0.12%	2,878
14.	To authorise the Directors to make market purchases of the Company's shares.	66,234,473	99.98%	2,133	0.01%	5,339	0.01%	3,924
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.	65,460,266	98.81%	3,554	0.01%	782,049	1.18%	0

Note: Percentage of votes excludes Withheld votes

The total number of voting rights in RM plc is 82,650,016.