

# AGM Voting – 21 March 2018

At the AGM of RM plc, held on 21 March 2018, all resolutions were passed by a show of hands.  
Proxy votes cast were as follows:

		In favour		Discretion		Against		Withheld
<b>Ordinary Resolutions</b>								
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 2017.	72,649,896	99.98%	5,006	0.01%	327	0.01%	139
2.	To declare a final dividend of 4.95 pence per ordinary share.	72,653,719	99.98%	1,560	0.01%	89	0.01%	0
3.	To re-elect John Poulter as a Director.	72,650,088	99.98%	1,725	0.01%	2,757	0.01%	798
4.	To re-elect David Brooks as a Director.	72,520,589	99.81%	1,586	0.01%	132,256	0.18%	937
5.	To re-elect Patrick Martell as a Director.	72,650,088	99.98%	1,586	0.01%	2,757	0.01%	937
6.	To re-elect Neil Martin as a Director.	72,520,728	99.81%	1,586	0.01%	132,256	0.18%	798
7.	To re-elect Deena Mattar as a Director.	72,650,227	99.98%	1,586	0.01%	2,757	0.01%	798
8.	To elect Andy Blundell as a Director	72,650,227	99.98%	1,586	0.01%	2,757	0.01%	798
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.	72,154,050	99.98%	1,560	0.01%	3,457	0.01%	496,301
10.	To authorise the Directors to fix the remuneration of the auditor.	72,650,186	99.98%	1,586	0.01%	89	0.01%	3,507
11.	To approve the Remuneration Policy contained in the Company's Annual Report and Financial Statements for the year ended 30 November 2017.	72,138,928	99.98%	1,298	0.01%	9,033	0.01%	506,109
12.	To approve the Remuneration Report contained in the Company's Annual Report and Financial Statements for the year ended 30 November 2017 (other than the part containing the Directors' Remuneration Policy).	72,138,928	99.98%	1,437	0.01%	9,033	0.01%	505,970
13.	To authorise the Directors to allot relevant securities up to the Section 551 Amount of £629,714.	72,645,746	99.98%	1,725	0.01%	2,451	0.01%	5,446
<b>Special Resolutions</b>								
14.	To authorise the Directors to allot equity securities up to the Section 560(3) Amount of £94,457.	72,636,725	99.98%	1,725	0.01%	9,713	0.01%	7,205
15.	To authorise the Directors to allot equity securities up to the Section 560(3) Amount of £94,457 for the purposes of acquisitions or capital investment.	72,146,524	99.29%	1,725	0.01%	506,014	0.70%	1,105
16.	To authorise the Directors to make market purchases of the Company's shares.	72,145,033	99.29%	514	0.01%	509,710	0.70%	111
17.	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.	72,629,936	99.98%	1,725	0.01%	8,998	0.01%	14,709
18.	To adopt new Articles of Association.	72,154,972	99.98%	1,725	0.01%	1,839	0.01%	496,832

Note: Percentage of votes excludes Withheld votes

The total number of voting rights in RM plc is 82,675,016.