

21 February 2014

**RM plc  
("RM")**

**Annual Report and Accounts 2013,  
Notice of Annual General Meeting  
and Auditor Change**

RM confirms that the following documents have today been published:

- Annual Report and Accounts for the year ended 30 November 2013.
- The Notice of Annual General Meeting ("AGM") and associated form of proxy, for the AGM to be held at 11.30am on Wednesday 19<sup>th</sup> March 2014 at 140 Eastern Avenue, Milton Park, Abingdon, Oxon, OX14 4SB.
- A letter to shareholders and Statement of Circumstances relating to a proposed change of auditor. As a result of an internal restructuring within KPMG, KPMG Audit Plc will not seek reappointment at the AGM and instead a resolution will be proposed to appoint KPMG LLP as auditor of the Company from the conclusion of the AGM.

These documents are available on RM's website at [www.rmpic.com](http://www.rmpic.com) and have been submitted to the National Storage Mechanism, where they will shortly be available for viewing at [www.morningstar.co.uk/uk/NSM](http://www.morningstar.co.uk/uk/NSM). Hard copies have been posted to those shareholders who have elected to continue to receive paper communications.

**Special dividend and share consolidation**

On 3 February 2014, in the announcement of preliminary results for the year ended 30 November 2013, RM confirmed its intention to declare a special dividend of c. £15 million and conduct an associated share consolidation exercise. The Notice for the AGM sets out full details. A summary is set out below.

**Special Dividend**

Subject to shareholder approval at the AGM, the Board proposes the payment of a special dividend of 16.00 pence per existing ordinary share. Payment would be made to shareholders who are on the Register at 5.00pm on 19 March 2014. The special dividend is expected to be paid to shareholders on 11 April 2014.

**Share Consolidation**

It is proposed that the payment of the special dividend be accompanied by a consolidation of RM's ordinary issued share capital. The share consolidation will replace every 8 existing ordinary shares with 7 new ordinary shares. Upon the share consolidation becoming effective, the nominal value of the existing ordinary shares will change from 2 pence to 2 2/7 pence per new ordinary share. Fractional entitlements arising from the share consolidation will be aggregated and sold in the market as soon as practicable after the share consolidation on behalf of the relevant shareholders. The net proceeds of the sale, after the deduction of the expenses of the sale, are expected to be paid in due proportion to the relevant shareholders on 3 April 2014.

As at the close of business on 17 February 2014 (being the latest practicable date prior to the publication of the Notice of AGM) when there were 93,515,447 existing ordinary shares in issue, the total amount of the special dividend was equivalent to c. 12.2 per cent of the market capitalisation of RM. The effect of the share consolidation will be to reduce the number of existing ordinary shares in issue by approximately the same percentage.

As all existing ordinary shares will be consolidated, each shareholder's shareholding as a proportion of the total number of issued ordinary shares in the share capital of RM will be the same immediately before and after the implementation of the share consolidation (save in respect of fractional entitlements).

The expected timetable for the final dividend, AGM, special dividend and share consolidation are set out below:

### Expected Timetable

Ex-dividend date for 2013 final dividend ( 2.46 pence per share)	12 March 2014
Record date for 2013 final dividend	14 March 2014
AGM	19 March 2014 at 11.30 a.m.
Trading in existing ordinary shares on London Stock Exchange ceases	19 March 2014 at 4.30 p.m.
Record date for the special dividend (16.00 pence per share) and share consolidation	19 March 2014 at 5.00 p.m.
Effective Date for the share consolidation	20 March 2014
Ex-dividend date for special dividend	20 March 2014
Admission and trading in new ordinary shares on London Stock Exchange commences	20 March 2014 at 8. 00 a.m.
Despatch of certificates in respect of new ordinary shares	3 April 2014
Payment of fractional entitlements (if any)	3 April 2014
Payment of 2013 final dividend	11 April 2014
Payment of special dividend	11 April 2014

### Notes:

1. References to times are to Greenwich Mean Time.
2. If any of the above times or dates should change, the revised times and/or dates will be notified to shareholders by an announcement on a Regulatory Information Service.
3. All events in the above timetable scheduled to take place after the AGM are subject to the approval by shareholders of the final dividend and special dividend and share consolidation (as applicable). The despatch of certificates for new ordinary shares (where applicable) and the payment of fractional entitlements (where applicable) are conditional upon an amendment to the Official List of the UK Listing Authority to reflect the share consolidation.

For more information, please contact:

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