

10 March 2017

**RM plc**

**Director/PDMR Performance Share Plan Awards**

In accordance with DTR 3.1.4 R(1)(a), RM plc announces that, on 9 March 2017, options were granted for nil consideration over the following numbers of ordinary shares of 2 2/7pence each in the Company under the RM Performance Share Plan 2010:

<b>Director/PDMR</b>	<b>Shares Comprised in Awards</b>
David Brooks	175,000
Neil Martin	160,000
Toby Black	120,000
Andy Wilson	120,000

The options are exercisable in the period 11 March 2020 to 29 October 2027 at an exercise price of £0.00 per share. It is anticipated that option exercises will be satisfied by the transfer of shares from the Company's employee benefit trust.

Vesting of the award and the receipt of shares will be based on the following criteria:

- (1) Fifty percent (50%) of the award will be based on the Company's growth in adjusted earnings per share (EPS) between the year ended 30 November 2016 and the year ended 30 November 2019. Vesting will occur on a sliding scale between a compound annual growth rate (CAGR) in EPS of 7.5% per annum (25%) and a CAGR in EPS of 17.5% per annum (100%), namely 21.7 pence and 28.2 pence respectively.
- (2) Fifty percent (50%) of the award will be based on the Company's relative TSR performance for the period from January / February 2017 to January / February 2020. The Company's TSR performance shall be measured against the TSR performance of the companies (Comparator Group) within the FTSE Small Cap (ex IT) Index over the above period and must be at least at the median of a ranking of the TSR of each of the members of the Comparator Group. Vesting will occur on a sliding scale between median (50%) and upper quartile (100%).

No award can vest before 11 March 2020.

Contact:

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Notes: the RM Performance Share Plan 2010 was approved by shareholders at the Company's AGM held on 18 January 2010.