

## AGM Voting – 22 March 2017

At the AGM of RM plc, held on 22 March 2017, 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 2016.	69,213,509	99.98%	4,061	0.01%	89	0.01%	0
2.	To declare a final dividend of 4.50 pence per ordinary share.	69,214,311	99.98%	3,259	0.01%	89	0.01%	0
3.	To re-elect John Poulter as a Director.	69,212,598	99.98%	4,572	0.01%	489	0.01%	0
4.	To re-elect David Brooks as a Director.	69,081,835	99.80%	3,285	0.01%	132,539	0.19%	0
5.	To re-elect Patrick Martell as a Director.	66,096,761	95.49%	4,572	0.01%	3,116,326	4.50%	0
6.	To re-elect Neil Martin as a Director.	69,083,499	99.80%	4,572	0.01%	129,588	0.19%	0
7.	To re-elect Deena Mattar as a Director.	69,211,336	99.98%	4,572	0.01%	1,751	0.01%	0
8.	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.	68,700,098	99.98%	4,546	0.01%	89	0.01%	512,926
9.	To authorise the Directors to fix the remuneration of the auditor.	69,213,509	99.98%	4,061	0.01%	89	0.01%	0
10.	To approve the Remuneration Report contained in the Company's Annual Report and Financial Statements for the year ended 30 November 2016 (other than the part containing the Directors' Remuneration Policy).	65,577,517	95.45%	6,729	0.01%	3,120,087	4.54%	513,326
11.	To authorise the Directors to allot relevant securities up to the Section 551 Amount of £629,714.	69,209,769	99.98%	4,208	0.01%	3,282	0.01%	400
Special Resolutions								
12.	To authorise the Directors to allot equity securities up to the Section 560(3) Amount of £94,457.	69,177,851	99.95%	4,546	0.01%	30,012	0.04%	5,250
13.	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.	68,665,756	99.21%	4,546	0.01%	542,107	0.78%	5,250
14.	To authorise the Directors to make market purchases of the Company's shares.	68,693,876	99.24%	2,850	0.01%	520,933	0.75%	0
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.	69,188,868	99.95%	4,061	0.01%	24,730	0.04%	0

Note: Percentage of votes excludes Withheld votes

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