

AGM Voting – 27 March 2019

At the AGM of RM plc, held on 27 March 2019, 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 2018.	67,044,166	99.93%	41,928	0.06%	1,750	0.01%	0
2.	To declare a final dividend of 5.70 pence per ordinary share.	67,045,916	99.94%	41,928	0.06%	0	0.00%	0
3.	To re-elect John Poulter as a Director.	67,036,888	99.93%	41,954	0.06%	9,002	0.01%	0
4.	To re-elect Andy Blundell as a Director.	67,037,248	99.93%	41,954	0.06%	8,642	0.01%	0
5.	To re-elect David Brooks as a Director.	66,913,160	99.74%	41,928	0.06%	132,756	0.20%	0
6.	To re-elect Patrick Martell as a Director.	67,037,248	99.93%	41,954	0.06%	8,642	0.01%	0
7.	To re-elect Neil Martin as a Director.	66,913,134	99.74%	41,954	0.06%	132,756	0.20%	0
8.	To re-elect Deena Mattar as a Director	67,037,248	99.93%	41,954	0.06%	8,642	0.01%	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.	66,416,859	99.74%	41,928	0.06%	132,756	0.20%	496,301
10.	To authorise the Directors to fix the remuneration of the auditor.	67,041,679	99.93%	41,928	0.06%	3,257	0.01%	980
11.	To approve the Remuneration Report contained in the Company's Annual Report and Financial Statements for the year ended 30 November 2018 (other than the part containing the Directors' Remuneration Policy).	65,443,429	97.55%	41,928	0.06%	1,602,487	2.39%	0
12.	To authorise the Directors to allot relevant securities up to the Section 551 Amount of £639,047.	67,042,659	99.93%	41,928	0.06%	3,257	0.01%	0
Special Resolutions								
13.	To authorise the Directors to allot equity securities up to the Section 560(3) Amount of £95,857.	67,041,679	99.93%	41,928	0.06%	3,257	0.01%	980
14.	To authorise the Directors to allot equity securities up to the Section 560(3) Amount of £95,857 for the purposes of acquisitions or capital investment.	66,546,332	99.20%	41,954	0.06%	499,558	0.74%	0
15.	To authorise the Directors to make market purchases of the Company's shares.	65,545,378	99.20%	41,928	0.06%	499,558	0.74%	980
16.	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.	67,025,228	99.91%	41,928	0.06%	20,688	0.03%	0
Ordinary Resolution								
17.	To adopt the RM plc Performance Share Plan 2019.	66,136,749	99.58%	41,954	0.06%	909,141	1.36%	0
	Note: Percentage of votes excludes Withheld votes							

The total number of voting rights in RM plc is 83,875,016.