

RWS Holdings plc

Annual General Meeting: 14 February 2017

The Company confirms that at its Annual General Meeting all resolutions proposed were duly passed.

For information the votes received were as follows:

Resolution 1	To receive and adopt the Company's annual accounts and the reports of the directors and auditor for the year ended 30 September 2016:			
	Votes for	152,381,386	including	115,535 left to the discretion of the Chairman
	Votes against	305,000		
	Left to the discretion of a third party	0		
	Votes withheld	0		
	The resolution was passed as an Ordinary Resolution.			
Resolution 2	To approve the directors' remuneration report for the year ended 30 September 2016:			
	Votes for	119,801,344	including	115,535 left to the discretion of the Chairman
	Votes against	30,322,819		
	Left to the discretion of a third party	0		
	Votes withheld	2,562,223		
	The resolution was passed as an Ordinary Resolution.			
Resolution 3	To declare the final dividend for the year ended 30 September 2016:			
	Votes for	152,686,386	including	115,535 left to the discretion of the Chairman
	Votes against	0		
	Left to the discretion of a third party	0		
	Votes withheld	0		
	The resolution was passed as an Ordinary Resolution.			
Resolution 4	To reappoint Peter Mountford as a director:			
	Votes for	113,973,809	including	116,530 left to the discretion of the Chairman
	Votes against	30,322,790		
	Left to the discretion of a third party	0		
	Votes withheld	8,389,787		
	The resolution was passed as an Ordinary Resolution.			
Resolution 5	To reappoint Richard Thompson as a director:			
	Votes for	152,381,386	including	116,530 left to the discretion of the Chairman
	Votes against	0		
	Left to the discretion of a third party	0		
	Votes withheld	305,000		
	The resolution was passed as an Ordinary Resolution.			
Resolution 6	To reappoint PricewaterhouseCoopers LLP as auditors and authorise the directors to determine their remuneration:			
	Votes for	152,376,386	including	128,030 left to the discretion of the Chairman
	Votes against	310,000		
	Left to the discretion of a third party	0		
	Votes withheld	0		
	The resolution was passed as an Ordinary Resolution.			
Resolution 7	To grant authority to allot shares:			
	Votes for	152,635,391	including	115,535 left to the discretion of the Chairman
	Votes against	50,995		
	Left to the discretion of a third party	0		
	Votes withheld	0		
	The resolution was passed as an Ordinary Resolution.			
Resolution 8	To disapply statutory pre-emption rights:			
	Votes for	151,917,516	including	15,160 left to the discretion of the Chairman
	Votes against	768,870		
	Left to the discretion of a third party	0		
	Votes withheld	0		
	The resolution was passed as a Special Resolution.			
Resolution 9	To authorise market repurchases:			
	Votes for	122,684,656	including	15,160 left to the discretion of the Chairman
	Votes against	30,001,730		
	Left to the discretion of a third party	0		
	Votes withheld	0		
	The resolution was passed as a Special Resolution.			

Resolution 10 To approve a waiver under rule 9 of the city code:

Votes for	33,355,111
Votes against	29,581,355
Left to the discretion of a third party	0
Votes withheld	141,535

This was the final result of the poll taken at the meeting

The resolution was passed as an Ordinary Resolution.