RWS Holdings plc

Annual General Meeting: 13 February 2012

or informatio	n the proxy votes received were as foll	ows:		
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 2011:			
	Votes for Votes against Left to the discretion of a third party Votes withheld	32,783,669 100,000 93,000 75,000	including	11,575 left to the discretion of the Chairman
	The resolution was passed as an Ord	inary Resolutio	n.	
Resolution 2	To approve the directors' remuneration report for the year ended 30 September 2011:			
	Votes for	32,863,269	including	11,575 left to the discretion of the Chairman
	Votes against Left to the discretion of a third party Votes withheld	19,900 93,000 75,000	-	
	The resolution was passed as an Ordinary Resolution.			
Resolution 3	To declare the final dividend for the year ended 30 September 2011:			
	Votes for	32,883,669	including	11,575 left to the discretion of the Chairman
	Votes against Left to the discretion of a third party Votes withheld	0 93,000 75,000	0	
	The resolution was passed as an Ordinary Resolution.			
Resolution 4	To reappoint Andrew Brode as a director:			
	Votes for Votes against Left to the discretion of a third party Votes withheld	29,724,496 465,659 93,000 2,768,514	including	11,575 left to the discretion of the Chairman
	The resolution was passed as an Ordinary Resolution.			
Resolution 5	To reappoint Reinhard Ottway as a director:			
	Votes for	32,883,669	including	11,575 left to the discretion of the Chairman
	Votes against Left to the discretion of a third party Votes withheld	0 93,000 75,000	including	
	The resolution was passed as an Ordinary Resolution.			
Resolution 6	To reappoint BDO LLP as auditors and authorise the directors to determine their remuneration:			
	Votes for	32,865,169	including	11,575 left to the discretion of the Chairman
	Votes against Left to the discretion of a third party Votes withheld	18,500 93,000 75,000	-	
	The resolution was passed as an Ordinary Resolution.			
Resolution 7	To authorise the directors to allot shares:			
	Votes for Votes against Left to the discretion of a third party Votes withheld	32,350,194 0 93,000 608,475	including	11,575 left to the discretion of the Chairman
	The resolution was passed as an Ordinary Resolution.			
Resolution 8	To authorise the directors to disapply			8:
	Votes for Votes against Left to the discretion of a third party Votes withheld	32,649,694 231,075 93,000 77,900		0 left to the discretion of the Chairman
	The resolution was passed as a Special Resolution.			
Resolution 9	To grant authority to purchase the Company's shares			
	Votes for	32,883,669		14 575 laft to the discretion of the Chairman
	Votes for Votes against Left to the discretion of a third party Votes withheld	32,883,669 0 93,000 75,000	including	14,575 left to the discretion of the Chairman
	The resolution was passed as a Spec	ial Resolution.		
Resolution 10	To approve the Rule 9 waiver			

The resolution was passed as an Ordinary Resolution.