

RWS Holdings plc

Annual General Meeting: 11 February 2013

The Company confirms that at its Annual General Meeting all resolutions were passed unanimously on a show of hands.

For information the proxy 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 2012:			
	Votes for	27,466,444	including	16,775 left to the discretion of the Chairman
	Votes against	4,679,388		
	Left to the discretion of a third party	41,000		
	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 2012:			
	Votes for	32,095,121	including	16,775 left to the discretion of the Chairman
	Votes against	49,711		
	Left to the discretion of a third party	41,000		
	Votes withheld	1,000		
	The resolution was passed as an Ordinary Resolution.			
Resolution 3	To declare the final dividend for the year ended 30 September 2012:			
	Votes for	32,145,832	including	16,775 left to the discretion of the Chairman
	Votes against	0		
	Left to the discretion of a third party	41,000		
	Votes withheld	0		
	The resolution was passed as an Ordinary Resolution.			
Resolution 4	To reappoint Elisabeth Lucas as a director:			
	Votes for	27,485,121	including	17,775 left to the discretion of the Chairman
	Votes against	4,660,711		
	Left to the discretion of a third party	41,000		
	Votes withheld	0		
	The resolution was passed as an Ordinary Resolution.			
Resolution 5	To reappoint David Shrimpton as a director:			
	Votes for	32,145,832	including	17,775 left to the discretion of the Chairman
	Votes against	0		
	Left to the discretion of a third party	41,000		
	Votes withheld	0		
	The resolution was passed as an Ordinary Resolution.			
Resolution 6	To reappoint Richard Thompson as a director:			
	Votes for	32,145,832	including	17,775 left to the discretion of the Chairman
	Votes against	0		
	Left to the discretion of a third party	41,000		
	Votes withheld	0		
	The resolution was passed as an Ordinary Resolution.			
Resolution 7	To reappoint BDO LLP as auditors and authorise the directors to determine their remuneration:			
	Votes for	32,006,121	including	17,775 left to the discretion of the Chairman
	Votes against	139,711		
	Left to the discretion of a third party	41,000		
	Votes withheld	0		
	The resolution was passed as an Ordinary Resolution.			
Resolution 8	To authorise the directors to allot shares:			
	Votes for	31,759,583	including	16,775 left to the discretion of the Chairman
	Votes against	386,249		
	Left to the discretion of a third party	41,000		
	Votes withheld	0		
	The resolution was passed as an Ordinary Resolution.			
Resolution 9	To authorise the directors to disapply statutory pre-emption rights:			
	Votes for	31,710,611	including	3,200 left to the discretion of the Chairman
	Votes against	435,221		
	Left to the discretion of a third party	41,000		
	Votes withheld	0		
	The resolution was passed as a Special Resolution.			

Resolution 10 To grant authority to purchase the Company's shares:

Votes for	32,143,409	including	16,775 left to the discretion of the Chairman
Votes against	2,423		
Left to the discretion of a third party	41,000		
Votes withheld	0		

The resolution was passed as a Special Resolution.

Resolution 11 To approve the Rule 9 waiver:

Votes for	9,401,899	2,319,775 left to the discretion of the Chairman
Votes against	4,692,346	but he was unable to exercise that discretion
Left to the discretion of a third party	41,000	
Votes withheld	15,731,812	

The resolution was passed as an Ordinary Resolution.