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FOR IMMEDIATE RELEASE

12 October 2020

## RECOMMENDED ALL-SHARE COMBINATION

of

SDL PLC ("SDL")

and

RWS HOLDINGS PLC ("RWS")

to be effected by means of a Scheme of Arrangement under Part 26 of the Companies Act 2006

## RESULT OF RWS GENERAL MEETING

RWS is pleased to announce that at the RWS General Meeting on 9 October 2020 in connection with the recommended all-share combination of SDL and RWS, to be effected by means of a Court-sanctioned scheme of arrangement between SDL and SDL Scheme Shareholders under Part 26 of the Companies Act 2006, the resolution proposed was duly passed. Full details of the resolution is set out in the notice of the RWS General Meeting contained in the circular to RWS Shareholders dated 17 September 2020 (the "**RWS Circular**").

## RWS GENERAL MEETING

The results of the voting on the Resolution to provide for the issue and allotment of the New RWS Shares in connection with the Combination and the establishment of the EBT, were as follows:

Results of the RWS General Meeting	Number of RWS Shares voted	% of RWS Shares voted	Number of RWS Shares voted as a percentage of the total number of RWS Shares <sup>#</sup>
FOR	218,518,609	99.75%	79.4%
AGAINST	557,141	0.25%	0.2%
<b>TOTAL</b>	<b>219,075,750</b>	<b>100%</b>	<b>79.6%</b>
WITHHELD	239,797	-	-

<sup>#</sup>As at 8 October 2020, there were 275,188,492 RWS Shares in issue.

Votes lodged to be cast at the RWS Chairman's discretion have been included in the 'Votes for' figures.

Votes withheld are not votes in law and so have not been included in the calculation of the proportion of votes for and against the Resolution.

The Company is pleased to note that on 9 October 2020 the resolutions proposed at the SDL Court Meeting and the SDL General Meeting were duly approved.

Completion of the Combination remains subject to the satisfaction or, if applicable, waiver of the other Conditions set out in the Scheme Document, including the Court sanctioning the Scheme at the Court Hearing.

Defined terms used but not defined in this announcement have the meaning given to them in the RWS Circular.

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**IMPORTANT NOTICES**

*Canaccord Genuity Limited, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively for RWS and no one else in connection with the Combination or any other matter referred to in this announcement and will not be responsible to anyone other*

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**Publication on websites and availability of hard copies**

*A copy of this announcement will be available free of charge (subject to any applicable restrictions with respect to persons resident in Restricted Jurisdictions) on RWS's website at <https://www.rws.com/investor-relations/> by no later than 12 noon on the Business Day following the date of this announcement.*

*Neither the contents of these websites nor the content of any other website accessible from hyperlinks on such websites is incorporated into, or forms part of, this announcement.*