

**RWS Holdings plc****Annual General Meeting: 10 February 2015**

**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 2014: |            |           |   |
|              | Votes for   | 31,163,186 | including | 20,407 left to the discretion of the Chairman |
|              | Votes against   | 15,000     |           |   |
|              | Left to the discretion of a third party   | 0          |           |   |
|              | Votes withheld  | 48,180     |           |   |
|              | The resolution was passed as an Ordinary Resolution.  |            |           |   |
| Resolution 2 | To approve the directors' remuneration report for the year ended 30 September 2014:   |            |           |   |
|              | Votes for   | 31,065,519 | including | 20,407 left to the discretion of the Chairman |
|              | Votes against   | 109,307    |           |   |
|              | Left to the discretion of a third party   | 0          |           |   |
|              | Votes withheld  | 51,540     |           |   |
|              | The resolution was passed as an Ordinary Resolution.  |            |           |   |
| Resolution 3 | To declare the final dividend for the year ended 30 September 2014:   |            |           |   |
|              | Votes for   | 31,178,186 | including | 20,407 left to the discretion of the Chairman |
|              | Votes against   | 0          |           |   |
|              | Left to the discretion of a third party   | 0          |           |   |
|              | Votes withheld  | 48,180     |           |   |
|              | The resolution was passed as an Ordinary Resolution.  |            |           |   |
| Resolution 4 | To reappoint Andrew Brode as a director:  |            |           |   |
|              | Votes for   | 25,297,945 | including | 20,407 left to the discretion of the Chairman |
|              | Votes against   | 15,000     |           |   |
|              | Left to the discretion of a third party   | 0          |           |   |
|              | Votes withheld  | 5,913,421  |           |   |
|              | The resolution was passed as an Ordinary Resolution.  |            |           |   |
| Resolution 5 | To reappoint Reinhard Ottway as a director:   |            |           |   |
|              | Votes for   | 31,178,186 | including | 20,407 left to the discretion of the Chairman |
|              | Votes against   | 0          |           |   |
|              | Left to the discretion of a third party   | 0          |           |   |
|              | Votes withheld  | 48,180     |           |   |
|              | 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   | 31,178,186 | including | 20,407 left to the discretion of the Chairman |
|              | Votes against   | 0          |           |   |
|              | Left to the discretion of a third party   | 0          |           |   |
|              | Votes withheld  | 48,180     |           |   |
|              | The resolution was passed as an Ordinary Resolution.  |            |           |   |
| Resolution 7 | To sub-divide each of its ordinary shares of 5 pence each into 5 ordinary shares of 1 pence:  |            |           |   |
|              | Votes for   | 31,094,371 | including | 2,332 left to the discretion of the Chairman  |
|              | Votes against   | 83,815     |           |   |
|              | Left to the discretion of a third party   | 0          |           |   |
|              | Votes withheld  | 48,180     |           |   |
|              | The resolution was passed as a Special Resolution.  |            |           |   |
| Resolution 8 | To authorise the directors to allot shares:   |            |           |   |
|              | Votes for   | 31,162,856 | including | 20,407 left to the discretion of the Chairman |
|              | Votes against   | 11,970     |           |   |
|              | Left to the discretion of a third party   | 0          |           |   |
|              | Votes withheld  | 51,540     |           |   |
|              | The resolution was passed as a Special Resolution.  |            |           |   |
| Resolution 9 | To authorise the directors to disapply statutory pre-emption rights:  |            |           |   |
|              | Votes for   | 30,921,931 | including | 2,332 left to the discretion of the Chairman  |
|              | Votes against   | 251,895    |           |   |
|              | Left to the discretion of a third party   | 0          |           |   |
|              | Votes withheld  | 52,540     |           |   |
|              | The resolution was passed as a Special Resolution.  |            |           |   |