

**RESOLUTIONS OF RM plc**

**Passed on 21 January 2008**

At the Annual General Meeting of the Company held on 21 January 2008 the following resolutions were duly passed

**Ordinary Resolutions – Special Business**

**8** To approve the Board Report on Remuneration contained in the Company's Annual Report and Accounts for the year ended 30 September 2007

**Special Resolutions**

**9.** That the authority and power conferred on the Directors by Article 9 of the Company's Articles of Association be renewed for the period ending on the date of the Annual General Meeting in 2009 or 21 April 2009, whichever is the earlier, and for such period the Section 80 amount shall be £617,670

**10.** That the authority and power conferred on the Directors by Article 9 of the Company's Articles of Association be renewed for the period ending on the date of the Annual General Meeting in 2009 or 21 April 2009, whichever is the earlier, and for such period the Section 89 amount shall be £92,660

**11** That the Company be and is hereby unconditionally and generally authorised for the purpose of Section 166 of the Companies Act 1985 to make market purchases (as defined in Section 163 of that Act) of Ordinary Shares of 2p each in the capital of the Company provided that

- (a) the maximum number of shares which may be purchased is 9,265,982,
- (b) the minimum price which may be paid for each share is the nominal value thereof,
- (c) the maximum price which may be paid for a share is an amount equal to 5% above the average of the middle market quotations of the Company's Ordinary Shares as derived from the London Stock Exchange Daily Official List for the 5 business days immediately preceding the day on which such share is contracted to be purchased, and
- (d) this authority shall expire at the conclusion of the next Annual General Meeting, or 21 April 2009, whichever is earlier (except in relation to the purchase of shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry) unless such authority is renewed before such time



AJ Robson  
Company Secretary

WEDNESDAY



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