

COMPANY NO: 1749877

RESOLUTIONS OF RM plc

Passed on 19 January 2009

At the Annual General Meeting of the Company held on 19 January 2009 the following resolutions were duly passed.

Ordinary Resolutions – Special Business

10. To approve the Board Report on Remuneration contained in the Company's Annual Report and Accounts for the year ended 30 September 2008.

Special Resolutions

11. 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 2010 or 19 April 2010, whichever is the earlier, and for such period the Section 80 amount shall be £620,569.

12. 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 2010 or 19 April 2010, whichever is the earlier, and for such period the Section 89 amount shall be £93,095.

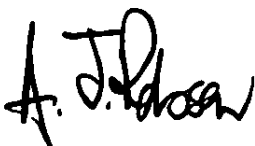
13. That the Company be and is hereby unconditionally and generally authorised for the purpose of Section 166 of the Companies Act 1985 to make market purchases (as defined in Section 163 of that Act) of Ordinary Shares of 2p each in the capital of the Company provided that:

- (a) the maximum number of shares which may be purchased is 9,309,471;
- (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 19 April 2010, 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.

14. That the Articles of Association of the Company are amended as follows to allow for the authorisation of Director(s) situational conflicts by the Board of the Company. New Article 103A be inserted as follows after Article 103:

Authorisation of Situational Conflicts

A quorum of Directors (excluding the Director(s) having the actual or potential situational conflict) may approve a situation where a Director(s) has a direct or indirect interest that conflicts or may possibly conflict with the interests of the Company in accordance with Section 175 of the Companies Act 2006.



AJ Robson
Company Secretary

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COMPANIES HOUSE