RWS Holdings plc

Annual General Meeting: 13 February 2012

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 2011:

Votes for	32,783,669	including	11,575 left to the discretion of the Chairman
Votes against	100,000		
Left to the discretion of a third party	93,000		
Votes withheld	75,000		

The resolution was passed as an Ordinary Resolution.

Resolution 2 To approve the directors' remuneration report for the year ended 30 September 2011:

Votes for	32,863,269	including	11,575 left to the discretion of the Chairman
Votes against	19,900		
Left to the discretion of a third party	93,000		
Votes withheld	75,000		

The resolution was passed as an Ordinary Resolution.

Resolution 3 To declare the final dividend for the year ended 30 September 2011:

Votes for	32,883,669	including	11,575 left to the discretion of the Chairman
Votes against	0		
Left to the discretion of a third party	93,000		
Votes withheld	75,000		

The resolution was passed as an Ordinary Resolution.

Resolution 4 To reappoint Andrew Brode as a director:

Votes for	29,724,496	including	11,575 left to the discretion of the Chairman
Votes against	465,659		
Left to the discretion of a third party	93,000		
Votes withheld	2,768,514		

The resolution was passed as an Ordinary Resolution.

Resolution 5 To reappoint Reinhard Ottway as a director:

Votes for	32,883,669	including	11,575 left to the discretion of the Chairman
Votes against	0		
Left to the discretion of a third party	93,000		
Votes withheld	75,000		

The resolution was passed as an Ordinary Resolution.

Resolution 6 To reappoint BDO LLP as auditors and authorise the directors to determine their remuneration:

Votes for	32,865,169	including	11,575 left to the discretion of the Chairman
Votes against	18,500		
Left to the discretion of a third party	93,000		
Votes withheld	75,000		

The resolution was passed as an Ordinary Resolution.

Resolution 7 To authorise the directors to allot shares:

Votes for	32,350,194	including	11,575 left to the discretion of the Chairman
Votes against	0		
Left to the discretion of a third party	93,000		
Votes withheld	608,475		

The resolution was passed as an Ordinary Resolution.

Resolution 8 To authorise the directors to disapply statutory pre-emption rights:

Votes for	32,649,694		0 left to the discretion of the Chairman
Votes against	231,075		
Left to the discretion of a third party	93,000		
Votes withheld	77,900		

The resolution was passed as a Special Resolution.

Resolution 9 To grant authority to purchase the Company's shares

Votes for	32,883,669	including	14,575 left to the discretion of the Chairman
Votes against	0		
Left to the discretion of a third party	93,000		
Votes withheld	75,000		

The resolution was passed as a Special Resolution.

Resolution 10 To approve the Rule 9 waiver

Votes for	11,498,609		11,575 left to the discretion of the Chairman but he was unable to exercise that discretion
Votes against	3,338,673		
Left to the discretion of a third party	93,000		
Votes withheld	75,000		

The resolution was passed as an Ordinary Resolution.