

**RANDGOLD RESOURCES LIMITED**

Incorporated in Jersey, Channel Islands

Reg. No. 62686

LSE Trading Symbol: RRS

NASDAQ Trading Symbol: GOLD

("Randgold Resources" or the "Company")

**FINAL DIVIDEND FOR 2014, ELECTION FOR STERLING DIVIDEND, AND RESULTS OF ANNUAL GENERAL MEETING**

**Jersey, Channel Islands, 5 May 2015** – Randgold Resources confirms that at the Company's Annual General Meeting held earlier today the shareholders approved a final dividend for the year ended 31 December 2014 of US\$0.60 per share. The dividend payment will be made on Friday 29 May 2015 to shareholders on the register as at Friday 13 March 2015. The ex-dividend date was Thursday 12 March 2015.

The exchange rate for payment to those shareholders who have elected to receive the final dividend for the year ended 31 December 2014 in Pounds Sterling is: £1 = US\$1.5134.

The Company also announces that at the Company's Annual General Meeting all of the resolutions were passed on a poll. Copies of all the resolutions passed have been submitted to the National Storage Mechanism and will shortly be available for inspection at [www.hemscott.com/nsm.do](http://www.hemscott.com/nsm.do).

A summary of the votes cast in respect of each resolution is set out below (a "vote withheld" is not a vote in law and is not counted in the calculation of the proportion of the votes for and against the resolution):

Resolution	In Favour		Against		Withheld
	No. of votes	% of votes	No. of votes	% of votes	No. of votes
<b>Ordinary Resolutions</b>					
1. Report and Accounts	78 985 415	99.998%	1 325	0.002%	47 137
2. Declaration of Dividend	78 983 382	99.999%	712	0.001%	49 783
3. Directors' Remuneration Report	77 316 166	97.904%	1 655 617	2.096%	62 093
4. Directors' Remuneration Policy	76 990 141	98.063%	1 520 619	1.937%	523 116
5. Re-election of Mark Bristow	78 974 573	99.988%	9 166	0.012%	50 138
6. Re-election of Norborne Cole Jr	78 889 426	99.880%	94 734	0.120%	49 717
7. Re-election of Christopher Coleman	78 548 645	99.454%	431 046	0.546%	54 185
8. Re-election of Kadri Dagdelen	78 927 511	99.931%	54 619	0.069%	50 571
9. Re-election of Jemal-ud-din Kassum	78 914 268	99.914%	67 863	0.086%	50 570
10. Re-election of Jeanine Mabunda Lioko	78 971 611	99.987%	10 530	0.013%	50 560
11. Re-election of Andrew Quinn	78 969 809	99.984%	12 524	0.016%	50 368
12. Re-election of Graham Shuttleworth	78 940 068	99.947%	42 164	0.053%	50 469
13. Re-election of Karl Voltaire	78 954 740	99.965%	27 492	0.035%	50 469
14. Election of Safiatou Ba-N'Daw	78 967 933	99.982%	14 028	0.018%	50 740
15. Re-appointment of Auditors	78 351 083	99.853%	115 613	0.147%	564 004
16. Auditors' Remuneration	78 942 284	99.959%	32 248	0.041%	58 169
<b>Ordinary Resolutions</b>					
17. Authority to Allot Shares	77 323 677	99.746%	197 250	0.254%	1 511 774
18. Awards of Shares to Non-Executive Directors (other than the Senior Independent Director and the Chairman)	76 992 661	99.437%	436 071	0.563%	1 603 969
19. Award of Shares to Senior Independent Director	76 959 412	99.394%	469 371	0.606%	1 603 918
20. Award of Shares to Chairman	76 960 218	99.395%	468 515	0.605%	1 603 968

Resolution		In Favour		Against		Withheld
		No. of votes	% of votes	No. of votes	% of votes	No. of votes
	<b>Special Resolutions</b>					
21.	Authority to Disapply Pre-Emption Rights	76 004 360	98.047%	1 514 263	1.953%	1 514 078
22.	Authority for the Company to Purchase its Own Shares	77 487 076	99.949%	39 856	0.051%	1 505 769

**RANDGOLD RESOURCES ENQUIRIES:**

*Chief Executive*

Mark Bristow

+44 788 071 1386

+44 779 775 2288

*Financial Director*

Graham Shuttleworth

+44 779 771 1338

+44 153 4735 333

*Investor & Media Relations*

Kathy du Plessis

+44 20 7557 7738

[randgold@dpapr.com](mailto:randgold@dpapr.com)

Website: [www.randgoldresources.com](http://www.randgoldresources.com)