

2019 AGM Results

All resolutions at the Company's Annual General Meeting held at The Events Centre, The Principal York, Station Road, York YO24 1AA on Thursday 13 June 2019 were voted on by a poll and were duly passed.

The results of the poll on each resolution are set out below.

	Resolution	Total Votes For	% of votes cast ¹	Votes Against	% of votes cast ¹	Total Votes Cast ⁴	Votes Withheld ³
1	To receive the Annual report and accounts for the year ended 31 December 2018	2,394,647,969	99.85%	3,567,661	0.15%	2,398,215,630	5,044,775
2	To approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) in the form set out in the Annual Report and Accounts for the year ended 31 December 2018.	1,991,136,617	83.76%	386,147,045	16.24%	2,377,283,662	25,970,572
3	To re-elect Russell Scrimshaw as a Director	2,298,787,700	97.61%	56,235,950	2.39%	2,355,023,650	48,236,754
4	To re-elect Chris Fraser as a Director	2,399,767,258	99.95%	1,276,648	0.05%	2,401,043,906	2,216,499
5	To re-elect Thomas Staley as a Director	2,398,903,993	99.92%	1,898,498	0.08%	2,400,802,491	2,451,499
6	To re-elect Noel Harwerth as a Director	2,400,117,130	99.97%	629,070	0.03%	2,400,746,200	2,514,204
7	To re-elect Keith Clarke as a Director	2,171,868,068	91.18%	210,096,032	8.82%	2,381,964,100	21,296,304
8	To re-elect Louise Hardy as a Director	2,344,523,513	97.66%	56,187,591	2.34%	2,400,711,104	2,549,300
9	To re-elect Lord Hutton as a Director	2,134,698,307	88.92%	265,937,568	11.08%	2,400,635,875	2,624,529
10	To re-elect Jane Lodge as a Director	2,330,703,151	97.08%	70,082,520	2.92%	2,400,785,671	2,474,733
11	To re-appoint PWC as auditors	2,395,266,785	99.78%	5,318,279	0.22%	2,400,585,064	2,675,340
12	Audit Committee to determine remuneration of auditors	2,399,460,156	99.95%	1,231,046	0.05%	2,400,691,202	2,569,201
13	Authorise the Company to make political donations	2,051,067,335	95.55%	95,467,588	4.45%	2,146,534,923	256,725,481
14	Authority to allot shares	2,396,819,237	99.84%	3,880,048	0.16%	2,400,699,285	2,561,119
15	Authority to disapply pre-emption rights ⁵	2,395,494,932	99.81%	4,457,285	0.19%	2,399,952,217	3,308,187
16	Additional authority to disapply pre-emption rights ⁵	2,389,503,267	99.56%	10,520,010	0.44%	2,400,023,277	3,237,127
17	Authority to purchase own shares ⁵	2,398,901,078	99.92%	2,017,450	0.08%	2,400,918,528	2,341,876
18	Authority to call general meetings on 14 clear days' notice ⁵	2,380,238,226	99.13%	20,960,263	0.87%	2,401,198,489	2,061,915

Notes:

1 Percentage of votes cast excludes Votes Withheld

2 Any proxy votes that were at the discretion of the Chairman are included in the "Total Votes For" each resolution

3 Votes Withheld are not votes in law and do not count in the number of votes counted for or against a resolution.

4 Total Votes Cast does not include withheld votes

5 Special resolutions

6 As at the date of the AGM, the Company's issued share capital consisted of 6,994,729,804 Ordinary Shares of 0.25 pence each, carrying one vote each. There were 6,994,729,804