

AGM Resolutions

At the company's annual general meeting held in Bradford, West Yorkshire, on 9 May 2018, Resolutions 1 to 16 were passed on a show of hands.

In accordance with Listing Rule 9.6.2R, copies of all the resolutions passed other than resolutions concerning ordinary business have been submitted to the National Storage Mechanism and will be shortly available for inspection at www.morningstar.co.uk/uk/NSM.

A summary of the proxies cast in respect of each resolution is set out below.

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ANNUAL GENERAL MEETING – 9 MAY 2018 Summary of proxy cards returned

		IN FAVOUR			AT PROXY'S DISCRETION			AGAINST			WITHHELD		
		Number of Shares	Number of Holders	% voting shares	Number of shares	Number of Holders	% voting shares	Number of shares	Number of Holders	% voting shares	Number of shares	Number of holders	% total shares voted and withheld
RESOLUTION													
1.	Directors' and auditor's reports and the financial statements	208,202,789	389	99.95	90,746	52	0.04	7,986	8	0.01	485,415	15	0.19
2.	Approval of the annual statement by the chairman of the remuneration committee and the annual report on remuneration	208,527,239	355	99.88	89,155	50	0.04	156,924	44	0.08	13,618	17	0.01

3.	Reappointment or Malcolm Le May as a Director	206,886,385	376	99.09	76,880	52	0.04	1,812,065	29	0.87	11,606	11	0.00(46)
4.	Reappointment of Andrew Fisher as a Director	207,238,344	372	99.26	76,880	52	0.04	1,459,851	35	0.70	11,861	12	0.00(46)
5.	Reappointment of Stuart Sinclair as a Director	204,398,541	360	97.90	76,539	52	0.04	4,298,970	53	2.06	12,886	13	0.01
6.	Reappointment of Andrea Blance as a Director	206,496,011	371	98.92	75,473	49	0.03	2,201,943	40	1.05	13,509	15	0.01
7.	Reappointment of John Straw as a Director	206,601,794	374	98.96	76,880	52	0.04	2,096,073	37	1.00	12,189	13	0.00(48)
8.	Reappointment of Rob Anderson as a Director	207,161,137	372	99.22	76,539	51	0.04	1,537,279	36	0.74	11,981	12	0.00(47)
9.	Reappointment of Deloitte LLP as the Auditor of the Company	205,326,276	370	98.35	76,880	52	0.04	3,367,045	41	1.61	16,735	12	0.01
10.	Audit committee to determine the Auditor's Remuneration	206,682,616	379	98.99	76,880	52	0.04	2,015,725	32	0.97	11,715	11	0.00(46)
11.	Company granted authority to make political donations	206,144,608	307	98.75	84,562	56	0.04	2,521,666	83	1.21	36,100	19	0.01
12.	Directors authorised to allot shares	208,622,345	365	99.93	98,944	59	0.05	36,094	27	0.02	29,553	14	0.01

13.	Company authorised to purchase its own shares	207,381,874	371	99.36	95,644	56	0.05	1,259,900	29	0.60	49,518	11	0.02
14.	Company authorised to disapply pre-emption rights	208,589,697	362	99.93	95,644	56	0.05	56,442	30	0.03	45,153	18	0.02
15.	Company authorised to disapply pre-emption rights (in relation to acquisitions and specified capital investments)	207,232,187	357	99.28	95,644	56	0.05	1,423,594	37	0.68	35,511	19	0.01
16.	Convening of a general meeting on not less than 14 days' notice authorised	206,042,876	367	98.69	100,060	58	0.05	2,630,801	39	1.26	13,199	8	0.01

Notes:

1. Percentage of voting shares is the percentage of shares voted and excludes shares on which votes were withheld
2. Total number of shares voted = 208,786,936
3. Total number of valid proxies returned = 451
4. Total number of shares in issue = 253,267,652