

30 April 2015

FDM Group (Holdings) plc

Result of AGM

At the Company's 2015 annual general meeting held on Thursday 30 April 2015, all resolutions were duly passed on a show of hands.

In accordance with Listing Rule 9.6.2(R), a copy of the resolutions passed at the Annual General Meeting will be submitted to the National Storage Mechanism and will be available for inspection at www.morningstar.co.uk/uk/NSM.

As at the date of the meeting, there were 107,517,506 ordinary shares with voting rights in issue. The following proxies were received by the Company from shareholders prior to the meeting:

	RESOLUTION	FOR		AGAINST		WITHHELD
		VOTES	% OF VOTES CAST*	VOTES	% OF VOTES CAST*	VOTES
1	Receive the Company's Annual Report and Accounts for the year ended 31 December 2014 together with the reports of the directors and shareholders	88,394,593	100	0	0	0
2	Approve the Directors' Remuneration Policy	87,035,109	98.46	1,359,484	1.54	0
3	Approve the Directors' Remuneration Report for the year ended 31 December 2014	87,374,625	98.85	1,019,968	1.15	0
4	Re-elect Andrew Brown as a director of the Company	88,253,975	99.84	140,618	0.16	0
5	Re-elect Roderick Flavell as a director of the Company	88,253,975	99.84	140,618	0.16	0
6	Re-elect Sheila Flavell as a director of the Company	88,253,975	99.84	140,618	0.16	0
7	Re-elect Ivan Martin as a director of the Company	88,253,975	99.84	140,618	0.16	0
8	Re-elect Michael McLaren as a director of the Company	88,253,975	99.84	140,618	0.16	0
9	Re-elect Jonathan Brooks as a director of the Company	88,394,593	100	0	0.00	0
10	Re-elect Robin Taylor as a director of the Company	88,394,593	100	0	0.00	0

11	Re-elect Peter Whiting as a director of the Company	88,394,593	100	0	0.00	0
12	Re-appoint PricewaterhouseCoopers LLP as the Company's auditors	85,048,931	96.22	3,345,662	3.78	0
13	Authorise the directors to agree the remuneration of the auditors	88,394,593	100	0	0.00	0
14	Authorise the directors to allot shares pursuant to section 551 of the Companies Act 2006 (the "Act")	87,512,639	99.00	881,954	1.00	0
15	Special Resolution: Disapply pre-emption rights pursuant to section 570 of the Act	69,753,904	78.91	18,640,689	21.09	0
16	Special Resolution: Authorise the Company to make market purchases of its own shares pursuant to section 701 of the Act	88,394,593	100	0	0.00	0
17	Special Resolution: Authorise the Company to purchase the deferred shares of £0.01 each in the capital of the Company in accordance with the buy-back agreement	88,394,593	100	0	0.00	0
18	Special Resolution: That a general meeting (other than an AGM) may be called on not less than 14 clear days' notice	86,266,784	97.59	2,127,809	2.41	0

*Excludes votes withheld