

26 April 2018

FDM Group (Holdings) plc

Result of AGM

The board of directors of FDM Group (Holdings) plc (the “**Company**” or “**FDM**”) announces that, at the Company’s 2018 annual general meeting held earlier today, 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 2017 together with the reports of the directors and shareholders.	89,830,421	99.93	44,958	0.05	397,851
2	Approve the Directors’ Remuneration Policy.	88,367,484	97.87	1,905,746	2.11	0
3	Approve the Directors’ Remuneration Report (other than the part containing the Directors’ Remuneration Policy) for the year ended 31 December 2017.	88,771,760	98.95	926,309	1.03	575,161
4	Declare a final ordinary dividend for the year ended 31 December 2017 of 14.0 pence for each ordinary share in the capital of the Company.	90,273,231	99.98	0	0.00	0
5	Re-elect Andrew Brown as a director of the Company.	90,219,885	99.92	53,346	0.06	0
6	Re-elect Rod Flavell as a director of the Company.	90,185,381	99.88	87,850	0.10	0
7	Re-elect Sheila Flavell as a director of the Company.	90,219,885	99.92	53,346	0.06	0
8	Re-elect Michael McLaren as a director of the Company.	90,202,066	99.90	71,165	0.08	0
9	Re-elect Ivan Martin as a director of the Company.	81,751,784	97.18	2,356,184	2.80	6,165,262

10	Re-elect David Lister as a director of the Company.	90,262,662	99.97	10,569	0.01	0
11	Re-elect Michelle Senecal de Fonseca as a director of the Company.	90,262,662	99.97	10,569	0.01	0
12	Re-elect Robin Taylor as a director of the Company.	90,262,662	99.97	10,569	0.01	0
13	Re-elect Peter Whiting as a director of the Company.	90,199,925	99.90	73,306	0.08	0
14	Re-appoint PricewaterhouseCoopers LLP as the Company's auditors	89,698,069	99.96	16,915	0.02	558,246
15	Authorise the directors to agree the remuneration of the auditors	90,273,231	99.98	0	0.00	0
16	Authorise the directors to allot securities pursuant to section 551 of the Companies Act 2006 (the "Act")	89,591,586	99.23	681,645	0.75	0
17	Special Resolution: Disapply pre-emption rights pursuant to section 570 of the Act.	90,273,231	99.98	0	0.00	0
18	Special Resolution: Disapply pre-emption rights in additional limited circumstances.	88,072,814	97.54	2,200,416	2.44	0
19	Special Resolution: Authorise the Company to make market purchases of its own shares pursuant to section 701 of the Act	89,721,670	99.38	543,716	0.60	7,844
20	Special Resolution: That a general meeting (other than an AGM) may be called on not less than 14 clear days' notice	88,212,401	97.70	2,060,830	2.28	0

*Excludes votes withheld