

FDM Group (Holdings) plc

Result of Annual General Meeting

At the Company's Annual General Meeting held on 16 June 2020 at the Company's office at 96-99 Queens Road, Brighton BN1 3XE, 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 <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>. A copy will also be available on the Company's website at www.fdmgroup.com/investors/shareholder-information/.

As at the date of the meeting, there were 109,191,669 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 2019 together with the reports of the Directors and shareholders.	96,016,491	99.77	224,948	0.23	855,236
2	Approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy) for the year ended 31 December 2019 as set out on pages 86 to 103 of the Annual Report 2019.	91,432,157	98.93	992,671	1.07	4,671,847
3	Re-elect Andrew Brown as a Director of the Company.	96,969,838	99.87	126,593	0.13	245
4	Re-elect Rod Flavell as a Director of the Company.	95,978,025	98.85	1,118,405	1.15	245
5	Re-elect Sheila Flavell as a Director of the Company.	96,971,688	99.87	124,743	0.13	245
6	Re-elect Michael McLaren as a Director of the Company.	96,954,557	99.85	141,874	0.15	245
7	Re-elect Alan Kinnear as a Director of the Company, who was appointed by the Board of Directors of the Company since the last AGM.	96,086,885	98.96	1,009,545	1.04	245
8	Re-elect David Lister as a Director of the Company.	92,407,291	99.86	125,875	0.14	4,563,509

9	Re-elect Jacqueline de Rojas as a Director of the Company, who was appointed by the Board of Directors of the Company since the last AGM.	97,095,407	99.99	1,024	0.01	245
10	Re-elect Michelle Senecal de Fonseca as a Director of the Company.	97,095,407	99.99	1,024	0.01	245
11	Re-elect Peter Whiting as a Director of the Company.	96,285,429	99.16	811,002	0.84	245
12	Re-appoint PricewaterhouseCoopers LLP as the Company's auditors.	96,086,866	98.96	1,009,564	1.04	245
13	Authorise the Directors to agree the remuneration of the auditors.	97,095,388	99.99	1,043	0.01	245
14	Authorise the Directors to allot securities pursuant to section 551 of the Companies Act 2006 (the "Act").	93,503,317	96.30	3,593,095	3.70	264
15	Special Resolution: Disapply pre-emption rights pursuant to section 570 of the Act.	97,027,530	99.93	68,901	0.07	245
16	Special Resolution: Disapply pre-emption rights in additional limited circumstances.	96,019,008	98.89	1,077,422	1.11	245
17	Special Resolution: Authorise the Company to make market purchases of its own shares pursuant to section 701 of the Act.	96,070,702	98.96	1,009,545	1.04	16,428
18	Special Resolution: That a general meeting (other than an AGM) may be called on not less than 14 clear days' notice.	95,179,010	98.02	1,917,666	1.98	0
19	Special Resolution: That the articles of association contained in the document produced to the meeting, be adopted as the articles of association of the Company.	97,092,431	99.99	1,024	0.01	3,221

*Includes proxies giving the Chairman discretion as to how to vote

**Excludes votes withheld