



FDM Group (Holdings) plc

Result of Annual General Meeting

At the Company's 2021 annual general meeting held on 28 April 2018, 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 has been submitted to the National Storage Mechanism and is available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

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 2020 together with the reports of the Directors and shareholders.	95,187,496	99.99	24	0.01	1,437,952
2	Approve the Directors' Remuneration Policy.	90,648,379	96.49	3,298,797	3.51	2,678,296
3	Approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy) for the year ended 31 December 2020.	87,882,825	92.90	6,713,905	7.10	2,028,742
4	Declare a final ordinary dividend for the year ended 31 December 2020 of 15.0 pence for each ordinary share in the capital of the Company.	96,316,061	99.68	309,411	0.32	0
5	Approve the amendments to the rules of the FDM 2014 Performance Share Plan.	94,857,508	98.18	1,761,750	1.82	6,214
6	Approve the rules of the FDM Buy-As-You-Earn Plan ("BAYE") and authorise the Directors to adopt the BAYE.	95,252,570	98.58	1,372,337	1.42	565

7	Re-elect Andrew Brown as a Director of the Company.	96,434,122	99.80	191,350	0.20	0
8	Re-elect Rod Flavell as a Director of the Company.	90,847,228	94.02	5,778,244	5.98	0
9	Re-elect Sheila Flavell as a Director of the Company.	96,433,605	99.81	188,400	0.19	3,467
10	Re-elect Michael McLaren as a Director of the Company.	96,427,647	99.80	197,825	0.20	0
11	Re-elect Alan Kinnear as a Director of the Company.	95,151,101	98.47	1,474,371	1.53	0
12	Re-elect David Lister as a Director of the Company.	91,194,965	99.15	777,906	0.85	4,652,601
13	Re-elect Jacqueline de Rojas as a Director of the Company	96,518,414	99.89	107,058	0.11	0
14	Re-elect Michelle Senecal de Fonseca as a Director of the Company.	96,625,448	99.99	24	0.01	0
15	Re-elect Peter Whiting as a Director of the Company.	85,021,852	89.87	9,580,443	10.13	2,023,177
16	Re-appoint PricewaterhouseCoopers LLP as the Company's auditors.	95,258,116	98.58	1,367,356	1.42	0
17	Authorise the Directors to agree the remuneration of the auditors.	96,625,429	99.99	24	0.01	19
18	Authorise the Directors to allot securities pursuant to section 551 of the Companies Act 2006 (the "Act").	92,914,342	96.16	3,710,565	3.84	565
19	Special Resolution: Disapply pre-emption rights pursuant to section 570 of the Act.	96,310,477	99.67	314,430	0.33	565
20	Special Resolution: Disapply pre-emption rights in additional limited circumstances.	91,995,123	95.21	4,629,784	4.79	565
21	Special Resolution: Authorise the Company to make market purchases of its own shares pursuant to section 701 of the Act.	94,924,406	98.26	1,681,724	1.74	19,342
22	Special Resolution:	96,209,792	99.57	415,680	0.43	0

	That a general meeting (other than an AGM) may be called on not less than 14 clear days' notice.					
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*Includes proxies giving the Chairman discretion as to how to vote

**Excludes votes withheld