

28 April 2016

**FDM Group (Holdings) plc (the “Company”)**

**Result of AGM**

At the Company’s annual general meeting held on Thursday 28 April 2016, 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](http://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 2015 together with the reports of the directors and shareholders.	93,312,583	100	0	0	9,926
2	Approve the Directors’ Remuneration Report (other than the part containing the Directors’ Remuneration Policy) for the year ended 31 December 2015.	91,803,347	98.37	1,519,162	1.63	0
3	Declare a final ordinary dividend for the year ended 31 December 2015 of 8.5 pence for each ordinary share in the capital of the Company.	93,320,779	99.99	1,730	0.01	0
4	Declare a special dividend for the year ended 31 December 2015 of 5.0 pence for each ordinary share in the capital of the Company.	93,322,509	100	0	0	0
5	Re-elect Roderick Flavell as a director of the Company	93,131,020	99.79	191,489	0.21	0
6	Re-elect Peter Whiting as a director of the Company	93,320,779	99.99	1,730	0.01	0
7	Re-elect Robin Taylor as a director of the Company	93,320,779	99.99	1,730	0.01	0

8	Re-elect Michelle Senecal de Fonseca as a director of the Company	93,320,779	99.99	1,730	0.01	0
9	Re-elect David Lister as a director of the Company	93,320,779	99.99	1,730	0.01	0
10	Re-appoint PricewaterhouseCoopers LLP as the Company's auditors	93,294,351	99.97	28,158	0.03	0
11	Authorise the directors to agree the remuneration of the auditors	93,322,509	100	0	0	0
12	Authorise the directors to allot shares pursuant to section 551 of the Companies Act 2006 (the "Act")	92,548,323	99.19	754,463	0.81	19,723
13	<b>Special Resolution:</b> Disapply pre-emption rights pursuant to section 570 of the Act	82,046,975	97.18	2,376,935	2.82	8,898,599
14	<b>Special Resolution:</b> Authorise the Company to make market purchases of its own shares pursuant to section 701 of the Act	93,302,786	99.98	19,723	0.02	0
15	<b>Special Resolution:</b> That a general meeting (other than an AGM) may be called on not less than 14 clear days' notice	88,685,472	95.03	4,637,037	4.97	0

\*Excludes votes withheld