In respect of the voting at the company’s AGM held on 5 September 2019 the directors are pleased to report that all resolutions were passed unanimously on a show of hands.

The valid proxies recorded in respect of voting at the meeting were as follows:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | Resolution | In Favour | Against | Withheld |
| 1 | To receive the report and accounts | 59,891,601 | 750 | 9,000 |
| 2 | To approve the directors’ remuneration policy report | 59,877,986 | 22,865 | 500 |
| 3 | To approve the directors’ remuneration report | 59,725,486 | 23,365 | 150,000 |
| 4 | To reappoint John F. Kearney as a director | 59,749,852 | 1,151,499 | 0 |
| 5 | To reappoint Bill Hooley as a director | 59,749,852 | 1,151,499 | 0 |
| 6 | To reappoint David Lean as a director | Withdrawn |  |  |
| 7 | To reappoint Howard Miller as a director | 59,699,852 | 201,499 | 0 |
| 8 | To reappoint Danesh Varma as a director | 58,749,352 | 151,999 | 0 |
| 9 | To reappoint Mazars LLP as auditors | 59,847,302 | 51,499 | 2,550 |
| 10 | To authorise the directors to determine the remuneration of the auditor | 59,889,852 | 2,499 | 9,000 |
| 11 | To authorise the directors to issue new share capital | 59,849,852 | 51,499 | 0 |
| 12 | To dis-apply pre-emption rights in respect of certain issues of shares | 59,614,085 | 286,766 | 500 |

Notes

1. Votes were received in respect of 59,901,351 shares representing 32% of the issued share capital.
2. Any proxy appointments which gave discretion to the chairman have been included in the “For” total.
3. The full text of the resolutions is shown in the notice of the AGM which is available in the annual report and on the website.

**Total voting rights**

The issued ordinary share capital of the company is 186,975,732 shares with voting rights; there are no shares in treasury.

The above figure may be used by shareholders as the denominator for the calculations which will determine whether they are required to notify their interest in the company, or any change to that interest, under the FSA’s Disclosure and Transparency Rules.