

ANNUAL GENERAL MEETING 2019 – 24 JULY 2019 – VOTING RESULTS

Resolution		At Meeting (by show of hands)	Proxies Received									
			In Favour		Discretion		Against		Withheld		Total Votes Cast (including Withheld)	
			No.	%	No.	%	No.	%	No.	%	No.	%
Ordinary Resolutions												
1	To receive and adopt the Annual Report and Accounts of the Company for the financial year ended 31 March 2019 together with the Directors' Report and Auditors' Report thereon.	Unanimous	89,185,428	100.00%	0	0.00%	0	0.00%	503	0.00%	89,185,931	75.63%
2	To approve the Remuneration and Nomination Committee Report for the financial year ended 31 March 2019, which, inter alia, sets out the remuneration policy and remuneration paid to Directors during the year.	Unanimous	76,687,062	87.53%	0	0.00%	10,920,510	12.47%	1,578,359	1.77%	89,185,931	75.63%

3	That Simon Cook be re-elected as a Director of the Company with effect from the end of the AGM.	Unanimous	89,185,306	100.00%	0	0.00%	0	0.00%	625	0.00%	89,185,931	75.63%
4	That Stuart Chapman be re-elected as a Director of the Company with effect from the end of the AGM.	Unanimous	89,185,306	100.00%	0	0.00%	0	0.00%	625	0.00%	89,185,931	75.63%
5	That Karen Slatford be re-elected as a Director of the Company with effect from the end of the AGM.	Unanimous	89,185,306	100.00%	0	0.00%	0	0.00%	625	0.00%	89,185,931	75.63%
6	That Grahame Cook be re-elected as a Director of the Company with effect from the end of the AGM.	Unanimous	89,185,306	100.00%	0	0.00%	0	0.00%	625	0.00%	89,185,931	75.63%
7	That Richard Pelly be re-elected as a Director of the Company with effect from the end of the AGM.	Unanimous	89,185,306	100.00%	0	0.00%	0	0.00%	625	0.00%	89,185,931	75.63%

8	That Ben Wilkinson be elected as a Director of the Company with effect from the end of the AGM.	Unanimous	89,185,306	100.00%	0	0.00%	0	0.00%	625	0.00%	89,185,931	75.63%
9	To re-appoint PricewaterhouseCoopers LLP as auditors of the Company to hold office from the conclusion of the AGM until the conclusion of the next annual general meeting of the Company at which the Company's accounts are laid and to authorise the Audit Committee to determine the amount of the auditors' remuneration.	Unanimous	89,183,803	100.00%	0	0.00%	1,128	0.00%	1,000	0.00%	89,185,931	75.63%
10	To authorise the Directors to allot shares and to grant rights to subscribe for or convert any security into shares up to an aggregate maximum nominal amount of £389,154.05.	Unanimous	89,185,306	100.00%	0	0.00%	0	0.00%	625	0.00%	89,185,931	75.63%

Special Resolutions												
11	To authorise the Directors to disapply statutory pre-emption rights up to an aggregate nominal amount of £58,962.73 issued with reference to resolution 10.	Unanimous	87,208,006	97.78%	0	0.00%	1,977,300	2.22%	625	0.00%	89,185,931	75.63%
12	To authorise the Directors to disapply statutory pre-emption rights up to an aggregate nominal amount of £58,962.73 issued with reference to resolution 10.	Unanimous	87,208,006	97.78%	0	0.00%	1,977,300	2.22%	625	0.00%	89,185,931	75.63%
13	To authorise the Directors to make market purchases up to 11,792,547 ordinary shares.	Unanimous	87,611,200	98.23%	0	0.00%	1,574,731	1.77%	0	0.00%	89,185,931	75.63%

Notes

1. A 'Vote Withheld' is not a vote in law and, accordingly, has not been counted in the calculation of the proportion of the votes 'For' and 'Against' each resolution.
2. The total number of Draper Esprit plc shares with voting rights in issue at 6.30 p.m. on Monday 22 July 2019 was 117,925,470.