

## Vp plc Annual General Meeting – 25 July 2019

Further to the AGM Statement on 25<sup>th</sup> July 2019 which confirmed that all resolutions were duly passed. All resolutions were passed on a show of hands. A breakdown of proxy votes lodged prior to the AGM is set out below:

Resolution	In Favour		Discretionary		Against		Withheld
	Votes	%*	Votes	%*	Votes	%*	
1. To receive and adopt the Directors' Report and Financial Statements for the year ended 31 March 2019 and the Auditor's Report contained therein.	32,316,626	99.95	11,609	0.04	2,689	0.01	0
2. To declare a final dividend of 22.0 pence per Ordinary share.	32,319,107	99.95	11,609	0.04	2	0.01	207
3. To re-appoint JFG Pilkington as a director.	29,883,211	95.44	11,609	0.04	1,415,677	4.52	1,020,426
4. To re-appoint NA Stothard as a director.	32,313,442	99.94	11,609	0.04	5,874	0.02	0
5. To re-appoint AM Bainbridge as a director	32,301,020	99.91	11,609	0.04	16,796	0.05	1,500
6. (i) To re-appoint S Rogers as a director - all shareholders	30,587,217	94.61	11,609	0.04	1,729,218	5.35	2,880
6. (ii) To re-appoint S Rogers as a director- independent shareholders	12,605,806	87.87	11,609	0.04	1,729,218	5.35	2,880
7. (i) To re-appoint PM White as a director - all shareholders	31,009,741	95.92	11,609	0.04	1,306,694	4.04	2,880
7. (ii) To re-appoint PM White as a director - independent shareholders	13,028,330	90.81	11,609	0.04	1,306,694	4.04	2,880
8. To re-appoint PricewaterhouseCoopers LLP as auditors.	31,889,020	99.79	11,609	0.04	53,335	0.17	376,960
9. To authorise the directors to agree the remuneration of the auditors.	32,310,657	99.93	20,109	0.06	102	0.01	57
10. To approve the Remuneration Report Annual Statement and the Annual Report on Remuneration	31,462,568	98.47	11,609	0.04	477,473	1.49	379,274
11. To approve the authority for the purchase of own shares	31,535,293	97.54	11,609	0.04	782,522	2.42	1,500
12. To approve the Vp plc Approved Share Option Scheme	31,873,888	98.63	11,609	0.04	429,027	1.33	16,400

13.	To approve the Vp plc Unapproved Share Option Scheme	31,861,924	98.63	12,891	0.04	429,259	1.33	26,850
14.	To approve the Vp plc Savings - Related Option Plan	32,251,317	99.80	12,891	0.04	50,317	0.16	16,400
15.	To approve the Vp plc Long Term Incentive Plan	31,256,198	97.02	12,891	0.04	946,430	2.94	115,405
16.	To approve the Vp plc Share Matching Plan	31,480,330	97.42	12,891	0.04	820,853	2.54	16,850

\* Percentage of votes cast excludes Withheld Votes.  
 Total number of votes cast by proxy : 32,330,925  
 The issued share capital was: 40,154,253 Ordinary Shares.