



RESULTS OF ANNUAL GENERAL MEETING

The results of the voting on each resolution at the Annual General Meeting of Wilmcote Holdings plc held on 20 November 2018 at 12:00pm were as follows:

Resolution*	Votes For	Votes Against	% of Shares Voted	Votes Total
1	16,661,211	-	80.0%	16,661,211
2	17,470,485	-	83.9%	17,470,485
3	17,470,485	-	83.9%	17,470,485
4	17,470,485	-	83.9%	17,470,485
5	17,470,485	-	83.9%	17,470,485
6	17,470,485	-	83.9%	17,470,485
7	17,470,485	-	83.9%	17,470,485

A vote "Withheld" is not a vote in law and is not counted in the proportion of votes "For" or "Against" a resolution. The total number of Ordinary Shares in issue at the date of the Annual General Meeting was 20,833,336.

*The resolutions in full are:

ORDINARY RESOLUTIONS

1. **THAT** the Company's Annual Report and Financial Statements for the period ended 30 June 2018, together with the Directors' Report and the Independent Auditors' Report thereon be received and adopted.
2. **THAT** Adrian Whitfield be re-elected as a Director.
3. **THAT** John McAdam be elected as a Director.
4. **THAT** PricewaterhouseCoopers LLP be re-appointed as auditor to the Company until the conclusion of the next annual general meeting of the Company.
5. **THAT** the Directors be authorised to fix the remuneration of the auditor.
6. **THAT** the Directors be and are hereby generally and unconditionally authorised pursuant to and in accordance with Article 7(b)(i) of the Company's articles of association (the "Articles") to exercise all powers of the Company to:
 - i. allot Shares (as defined in Article 2.1) and to grant rights to subscribe for or to convert any security into Shares (all of which shares and rights are hereafter referred to as "equity securities") at such times, to such persons and on such terms as they shall determine in their absolute discretion, up to a maximum of 6,944,000 Shares; and,



- ii. allot equity securities (other than pursuant to Resolution 6(i) above) representing up to a maximum of 6,944,000 Shares in connection with a Rights Issue (as defined in Article 7(b)(iv)(F)),

and unless renewed, varied or revoked by the Company, this authority shall expire at the conclusion of the next annual general meeting or on the date which is 15 months after the passing of this resolution (if earlier) save that the Company may before such expiry, variation or revocation make an offer or agreement which would or might require such equity securities to be allotted after such expiry, variation or revocation and the Directors may allot equity securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired, been varied or revoked.

SPECIAL RESOLUTION

7. THAT subject to and conditional on the passing of Resolution 6, pursuant to and in accordance with Article 7(b)(ii) of the Articles, the Directors be empowered to allot equity securities (as defined in Article 7(b)(iv)(B)) in the Company for cash pursuant to the authority conferred by Resolution 6 and as if Article 20(a) to Article 20(e) of the Articles did not apply to any such allotment, provided that this power is limited to:

- i. the allotment of equity securities in connection with an issue or offering in favour of holders of equity securities (but in the case of the authority conferred by Resolution 6(ii) by way of a rights issue only) and any other persons entitled to participate in such issue or offering where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as may be) to the respective number of equity securities held by or deemed to be held by them on the record date of such allotment, subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient; and
- ii. the allotment of equity securities for cash otherwise than pursuant to Resolution 7(i) above up to a maximum of 2,083,333 Shares,

and unless renewed, varied or revoked by the Company, this authority shall expire at the conclusion of the next annual general meeting or on the date which is 15 months after the passing of this resolution (if earlier) save that the Company may before such expiry, variation or revocation make an offer or agreement which would or might require equity securities to be allotted after such expiry, variation or revocation and the Directors may allot equity securities pursuant to such offer or agreement as if such authority had not expired, been varied or revoked.