



## Benchmark Holdings plc

### Annual General Meeting, March 12 2020

Voting was taken on a show of hands with all resolutions passed. Proxy votes received in respect of the resolutions are set out below. The number of shares in issue as at 12 March 2020 was 667,374,102. In respect of each resolution proxy votes in respect of 510,358,994 votes were received, representing 76.47% of issued share capital.

Resolution Number	Resolution	Number of Votes For	% of Votes For	Number of Votes Against	% of Votes Against	Total Votes Cast (Excluding Withheld)	Number of Votes Withheld	% Votes Withheld
1	Company's Annual Report and Accounts 2019 <i>Company law requires the Directors to present to the AGM the Annual Accounts, the Directors' Report and the Auditors' Report on these accounts</i>	510,358,994	100.00%	0	0.00%	510,358,994	0	0.00%
2	Director's Remuneration Report <i>To receive the Directors' Remuneration Report for the year ended 30 September 2019</i>	494,815,336	96.95%	15,543,658	3.05%	510,358,994	0	0.00%
3	Auditors <i>To reappoint KPMG LLP as auditors of the Company</i>	510,056,514	99.94%	292,186	0.06%	510,348,700	10,294	0.00%
4	Auditors' remuneration <i>To authorise the Directors to determine the remuneration of the auditors of the Company</i>	510,342,700	100.00%	6,000	0.00%	510,348,700	10,294	0.00%
5	Kristian Eikre <i>To appoint Kristian Eikre as a Director</i>	510,352,994	100.00%	6,000	0.00%	510,358,994	0	0.00%
6	Septima Maguire <i>To appoint Septima Maguire as a Director</i>	510,352,994	100.00%	6,000	0.00%	510,358,994	0	0.00%
7	Peter George <i>To reappoint Peter George as a Director</i>	507,681,384	99.48%	2,677,610	0.52%	510,358,994	0	0.00%
8	Alex Raeber <i>To reappoint Alex Raeber as a Director</i>	510,066,808	99.94%	292,186	0.06%	510,358,994	0	0.00%
9	Kevin Quinn <i>To reappoint Kevin Quinn as a Director</i>	510,352,994	100.00%	6,000	0.00%	510,358,994	0	0.00%
10	Susan Searle <i>To reappoint Susan Searle as a Director</i>	510,352,994	100.00%	6,000	0.00%	510,358,994	0	0.00%

<b>11</b>	Yngve Myhre <i>To reappoint Yngve Myhre as a Director</i>	510,352,994	100.00%	6,000	0.00%	510,358,994	0	0.00%
<b>12</b>	Hugo Wahnish <i>To reappoint Hugo Wahnish as a Director</i>	510,066,808	99.94%	292,186	0.06%	510,358,994	0	0.00%
<b>13</b>	Allot shares <i>To authorise the Directors to allot shares or grant subscription or conversion rights under section 551 of the Companies Act 2006</i>	486,456,767	95.32%	23,891,433	4.68%	510,348,200	10,794	0.00%
<b>14</b>	Pre-Emption Rights <i>To disapply statutory pre-emption rights under section 570 Companies Act 2006 up to 5% of share capital</i>	496,945,151	100.00%	11,776	0.00%	496,956,927	13,402,067	2.63%
<b>15</b>	Further Pre-Emption Rights <i>To disapply pre-emption rights under section 570 Companies Act 2006 up to an additional 5% of share capital to fund acquisitions and capital investments</i>	484,205,930	94.88%	26,142,270	5.12%	510,348,200	10,794	0.00%
<b>16</b>	Purchase Own Shares <i>To authorise the Company to make market purchases of its own ordinary shares</i>	508,491,048	99.63%	1,867,446	0.37%	510,358,494	500	0.00%
<b>17</b>	Amendment of Articles of Association <i>To amend the articles of association to provide for annual re-election of Directors</i>	510,346,718	100.00%	11,776	0.00%	510,358,494	500	0.00%