

Benchmark Holdings plc
2018 AGM

Voting was taken as a poll with all resolutions passed. Proxy votes received in respect of the resolutions are set out below.

The number of shares in issue as at 6 March 2018 was 522,368,171. In respect of each resolution proxy votes in respect of 404,819,574 shares were received, representing 77.5% of issued share capital.

| Res No. | Resolution | Number of Votes for | % of Votes for | Number of Votes against | % of Votes against | Number of Votes discretionary | % of Votes discretionary | Total Votes Cast (exc. Withheld) | Number of Votes withheld | % of Votes withheld |
|---------|---|---------------------|----------------|-------------------------|--------------------|-------------------------------|--------------------------|----------------------------------|--------------------------|---------------------|
| 1. | <i>Report and Accounts</i> To receive the annual accounts, directors' report and the auditors' report for the year ended 30 September 2017 | 398,635,053 | 98.47 | 6,183,271 | 1.53 | 1,250 | 0.00 | 404,819,574 | 0 | 0.00 |
| 2. | <i>Remuneration Report</i> To receive the Directors' Remuneration Report for the year ended 30 September 2017 | 398,324,977 | 98.40 | 6,492,784 | 1.60 | 1,250 | 0.00 | 404,819,011 | 563 | 0.00 |
| 3. | <i>Auditors</i> To reappoint KPMG LLP as auditors of the Company | 404,808,952 | 100.00 | 0 | 0.00 | 1,250 | 0.00 | 404,810,202 | 9,372 | 0.00 |
| 4. | <i>Auditors Remuneration</i> To authorise the Directors to determine the remuneration of the auditors of the Company | 404,818,324 | 100.00 | 0 | 0.00 | 1,250 | 0.00 | 404,819,574 | 0 | 0.00 |
| 5. | <i>Hugo Wahnish</i> To appoint Hugo Wahnish as a Director | 404,816,914 | 100.00 | 0 | 0.00 | 1,250 | 0.00 | 404,818,164 | 1,410 | 0.00 |
| 6. | <i>Yngve Myhre</i> To appoint Yngve Myhre as a Director | 404,816,914 | 100.00 | 0 | 0.00 | 1,250 | 0.00 | 404,818,164 | 1,410 | 0.00 |
| 7. | <i>Allot Shares</i> To authorise the Directors to allot shares or grant subscription or conversion rights under section 551 Companies Act 2006 | 387,451,014 | 97.27 | 10,874,429 | 2.73 | 1,250 | 0.00 | 398,326,693 | 6,492,881 | 1.60 |
| 8. | <i>Pre-Emption Rights</i> To disapply statutory pre-emption rights under section 570 Companies Act 2006 up to 5% of share capital | 404,816,351 | 100.00 | 0 | 0.00 | 1,250 | 0.00 | 404,817,601 | 1,973 | 0.00 |
| 9. | <i>Further Pre-Emption Rights</i> To disapply statutory pre-emption rights under section 570 Companies Act 2006 up to an additional 5% of share capital to fund acquisitions and capital investments | 389,635,701 | 96.25 | 15,181,213 | 3.75 | 1,250 | 0.00 | 404,818,164 | 1,410 | 0.00 |
| 10. | <i>Purchase Own Shares</i> To authorise the Company to make market purchases of its own ordinary shares | 400,510,130 | 98.94 | 4,306,784 | 1.06 | 1,250 | 0.00 | 404,818,164 | 1,410 | 0.00 |