

25 April 2019

FDM Group (Holdings) plc

Result of AGM

The board of directors of FDM Group (Holdings) plc (the “**Company**” or “**FDM**”) announces that, at the Company’s 2019 annual general meeting held earlier today, all resolutions were duly passed on a show of hands.

In accordance with Listing Rule 9.6.2(R), a copy of the resolutions passed at the Annual General Meeting will be submitted to the National Storage Mechanism and will be available for inspection at www.morningstar.co.uk/uk/NSM.

As at the date of the meeting, there were 108,271,708 ordinary shares with voting rights in issue. The following proxies were received by the Company from shareholders prior to the meeting:

RESOLUTION		FOR*		AGAINST		WITHHELD
		VOTES	% OF VOTES CAST**	VOTES	% OF VOTES CAST**	VOTES
1	Receive the Company’s Annual Report and Accounts for the year ended 31 December 2018 together with the reports of the directors and shareholders.	92,228,979	99.97	29,473	0.03	279,070
2	Approve the Directors’ Remuneration Report (other than the part containing the Directors’ Remuneration Policy) for the year ended 31 December 2018.	90,497,095	97.90	1,938,749	2.10	101,678
3	Declare a final ordinary dividend for the year ended 31 December 2018 of 15.5 pence for each ordinary share in the capital of the Company.	92,537,522	100.00	0	0.00	0
4	Re-elect Andrew Brown as a director of the Company.	92,418,929	99.87	118,593	0.13	0
5	Re-elect Rod Flavell as a director of the Company.	92,408,268	99.86	129,254	0.14	0
6	Re-elect Sheila Flavell as a director of the Company.	92,418,929	99.87	118,593	0.13	0
7	Re-elect Michael McLaren as a director of the Company.	92,406,154	99.86	131,368	0.14	0
8	Re-elect David Lister as a director of the Company.	92,404,176	99.86	133,346	0.14	0

9	Re-elect Michelle Senecal de Fonseca as a director of the Company.	92,533,575	99.99	3,947	0.01	0
10	Re-elect Robin Taylor as a director of the Company.	92,533,575	99.99	3,947	0.01	0
11	Re-elect Peter Whiting as a director of the Company.	90,725,054	98.04	1,812,468	1.96	0
12	Re-appoint PricewaterhouseCoopers LLP as the Company's auditors	92,435,825	99.99	2,019	0.01	99,678
13	Authorise the directors to agree the remuneration of the auditors	92,537,503	99.99	19	0.01	0
14	Authorise the Company to use electronic communications with shareholders	92,537,522	100.00	0	0.00	0
15	Authorise the directors to allot securities pursuant to section 551 of the Companies Act 2006 (the "Act")	88,914,330	96.08	3,623,192	3.92	0
16	Special Resolution: Disapply pre-emption rights pursuant to section 570 of the Act.	92,537,522	100.00	0	0.00	0
17	Special Resolution: Disapply pre-emption rights in additional limited circumstances.	88,239,163	95.36	4,298,359	4.64	0
18	Special Resolution: Authorise the Company to make market purchases of its own shares pursuant to section 701 of the Act	92,105,164	99.56	411,065	0.44	21,293
19	Special Resolution: That a general meeting (other than an AGM) may be called on not less than 14 clear days' notice	91,040,870	98.38	1,496,652	1.62	0

*Includes proxies giving the Chairman discretion as to how to vote

**Excludes votes withheld

ends

For further information please contact:

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