

Results of Annual General Meeting – 2016

Macfarlane Group PLC confirms that shareholders passed all resolutions proposed at the Annual General Meeting held today.

The resolutions were as set out in the Notice of Meeting, as filed with the National Storage Mechanism (www.morningstar.co.uk/uk/NSM) and are also available on the company's website, www.macfarlanegroup.com.

Total number of shares in issue 124,611,360. Proxy appointments were received from shareholders of 61,124,718 shares (including votes withheld) amounting to 49.05% of the issued share capital.

All resolutions were passed on a show of hands with resolutions 1 to 11 passed as ordinary resolutions and resolution 12 passed as a special resolution. The following level of proxy appointments were received up to 2 working days before the time of the meeting:

Resolution	For/Discretion (cast in Favour)		Against		Total proxy votes cast
	No.	% of total	No.	% of total	No
1. Adoption of accounts	61,123,459	100.0%	0	0.00%	61,123,459
2. Approval of Macfarlane Group 2016 Performance Share Plan	60,910,327	99.75%	152,979	0.25%	61,063,306
3. Approval of Remuneration Policy	60,702,093	99.67%	202,989	0.33%	60,905,082
4. Approval of Remuneration Report	60,860,201	99.93%	42,167	0.07%	60,902,368
5. Declaration of final dividend	61,120,685	100.00%	0	0.00%	61,120,685
6. Re-elect R. McLellan	61,109,060	99.98%	13,235	0.02%	61,122,295
7. Re-elect J. Love	61,104,676	99.97%	20,042	0.03%	61,124,718
8. Re-elect G. Bissett	61,110,315	99.98%	14,042	0.02%	61,124,357
9. Reappoint KPMG LLP as auditors	61,106,980	99.97%	16,738	0.03%	61,123,718
10. Authorise Directors to determine Auditor's remuneration	61,082,460	99.93%	41,451	0.07%	61,123,911

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11. Authority to allot unissued shares under S. 551 of the Companies Act 2006	60,830,212	99.56%	271,851	0.44%	61,102,063
12. Authority to dis-apply pre-emption rights pursuant to S. 561 of the Companies Act 2006	60,772,456	99.46%	328,339	0.54%	61,100,795