



Results of Annual General Meeting – 14 May 2019

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 157,547,618. Proxy appointments were received from shareholders of 63,619,306 shares (including votes withheld) amounting to 40.38% of the issued share capital.

All resolutions were passed on a show of hands with resolutions 1 to 10 passed as ordinary resolutions and resolutions 11 and 12 passed as special resolutions.

The following level of proxy appointments were lodged prior to the meeting:

Resolution and description	In Favour Votes		Against Votes		Withheld Votes
	No.	%	No.	%	No.
1. Adoption of the accounts	63,616,909	100.00%	0	0.00%	2,397
2. Approval of the Remuneration Report	55,236,967	87.14%	8,154,946	12.86%	227,393
3. Approval of the Remuneration Policy	58,469,089	91.98%	5,101,010	8.02%	49,207
4. Declaration of a final dividend	63,616,806	100.00%	2,500	0.00%	0
5. Re-elect J. Love	63,614,306	100.00%	0	0.00%	5,000
6. Re-elect R. McLellan	63,608,404	99.99%	5,902	0.01%	5,000
7. Elect A.M. Dunstan	63,609,807	100.00%	902	0.00%	8,597
8. Reappoint KPMG LLP as auditors	63,468,837	99.77%	149,469	0.23%	1,000
9. Authorise the Directors to determine Auditor's remuneration	63,384,234	99.63%	235,072	0.37%	0
10. Authority to allot unissued shares under S. 551 of the Companies Act 2006	63,551,948	99.90%	61,562	0.10%	5,796
11. Authority to dis-apply pre-emption rights pursuant to S. 561 of the Companies Act 2006	63,522,805	99.88%	73,276	0.12%	23,225
12. Authority (additional) to dis-apply pre-emption rights pursuant to S. 561 of the Companies Act 2006	63,530,566	99.90%	66,776	0.10%	21,964

A vote withheld is not a vote in law and is not counted in the calculation of the number or % of votes "For" or "Against" a resolution.

Legal Entity Identifier (LEI): 213800LVRYDERSJAAZ73