

## Results of Annual General Meeting – 12 May 2020

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 at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism> and are also available on the company's website, [www.macfarlanegroup.com](http://www.macfarlanegroup.com).

Total number of shares in issue 157,812,000. Proxy appointments were received from shareholders of 79,942,348 shares (including votes withheld) amounting to 50.66% of the issued share capital.

All resolutions were passed on a poll with resolutions 1 to 11 passed as ordinary resolutions and resolutions 12 and 13 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	79,925,150	99.98%	16,197	0.02%	1,000
2. Approval of the Remuneration Report	71,663,348	89.68%	8,250,097	10.32%	28,902
3. Re-elect Stuart R. Paterson	79,921,650	99.98%	18,697	0.02%	2,000
4. Re-elect Peter D. Atkinson	79,936,563	100.00%	1,388	0.00%	4,397
5. Re-elect John Love	79,938,960	100.00%	1,388	0.00%	2,000
6. Re-elect Robert McLellan	79,938,060	100.00%	2,288	0.00%	2,000
7. Re-elect James W.F. Baird	79,918,460	99.97%	21,888	0.03%	2,000
8. Re-elect Andrea M. Dunstan	76,960,474	96.27%	2,979,873	3.73%	2,000
9. Appoint Deloitte LLP as auditors	79,934,388	99.99%	6,960	0.01%	1,000
10. Authorise the Directors to determine Auditor's remuneration	79,626,540	99.60%	315,808	0.40%	0
11. Authority to allot unissued shares under S. 551 of the Companies Act 2006	79,687,127	99.69%	249,225	0.31%	5,996
12. Authority to dis-apply pre-emption rights pursuant to S. 561 of the Companies Act 2006 for 5% of the issued share capital	79,870,851	99.92%	65,147	0.08%	6,350
13. Authority to dis-apply pre-emption rights pursuant to S. 561 of the Companies Act 2006 for an additional 5% of the issued share capital	79,832,193	99.87%	103,804	0.13%	6,350

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**