

## Result of AGM

Released : 12 May 2021 07:00

RNS Number : 2762Y  
Macfarlane Group PLC  
12 May 2021

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 68,087,010 shares (including votes withheld) amounting to 43.14% of the issued share capital.

All resolutions were passed on a poll with resolutions 1 to 12 passed as ordinary resolutions and resolutions 13 and 14 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.	%	
1. Adoption of the accounts	68,085,622	100.00%	1,388	0.00%	0
2. Approval of the Remuneration Report	68,018,921	99.94%	40,674	0.06%	27,415
3. Approval of Final Dividend	68,087,010	100.00%	0	0.00%	0
4. Re-elect Stuart R. Paterson	67,346,092	98.91%	740,918	1.09%	0
5. Re-elect Peter D. Atkinson	68,064,755	99.97%	22,255	0.03%	0
6. Re-elect Ivor Gray	66,361,193	99.97%	20,367	0.03%	0
7. Re-elect Robert McLellan	68,066,643	99.97%	20,367	0.03%	0
8. Re-elect James W.F. Baird	68,065,743	99.97%	21,267	0.03%	0
9. Re-elect Andrea M. Dunstan	68,082,646	99.99%	4,364	0.01%	0
10. Appoint Deloitte LLP as auditors	68,054,704	99.95%	31,306	0.05%	1,000
11. Authorise the Directors to determine Auditor's remuneration	68,049,902	99.95%	37,108	0.05%	0
12. Authority to allot unissued shares under S. 551 of the Companies Act 2006	67,836,737	99.67%	223,707	0.33%	26,566
13. Authority to dis-apply pre-emption rights pursuant to S. 561 of the Companies Act 2006 for 5% of the issued share capital	66,260,113	99.84%	103,664	0.16%	17,783
14. 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	66,260,113	99.84%	103,664	0.16%	17,783

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

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