

## Vp plc Annual General Meeting – 21 July 2015

Further to the AGM Statement on 21 July 2015 which confirmed that all resolutions were duly passed. All resolutions were passed on a show of hands. A breakdown of proxy votes lodged prior to the AGM is set out below:

Resolution	In Favour		Discretionary		Against		Withheld Votes
	Votes	%*	Votes	%*	Votes	%*	
1. To receive the Directors' Report and Financial Statements for the year ended 31 March 2015 and the Auditor's Report contained therein.	31,960,222	98.514	3,496	0.011	478,648	1.475	928
2. To declare a final dividend of 11.5 pence per ordinary share.	32,437,859	99.983	3,496	0.011	1,939	0.006	-
3. To re-appoint JFG Pilkington as a Director.	31,255,130	97.996	3,496	0.011	635,730	1.993	548,938
4. To re-appoint NA Stothard as a Director.	32,096,582	99.849	3,496	0.011	45,073	0.140	298,143
5. To re-appoint AM Bainbridge as a director	32,394,496	99.850	3,496	0.011	45,073	0.139	229
6. (i) To re-appoint S Rogers as a director – all shareholders	32,392,439	99.844	3,496	0.011	47,130	0.145	229
6. (ii) To re-appoint S Rogers as a director – independent shareholders	12,211,028	99.587	3,496	0.029	47,130	0.384	229
7. (i) To re-appoint PM White as a director – all shareholders	31,857,966	99.671	3,496	0.011	101,805	0.319	480,027
7. (ii) To re-appoint PM White as a director – independent shareholders	11,676,555	99.106	3,496	0.030	101,805	0.864	480,027
8. To appoint PricewaterhouseCoopers as auditor.	32,433,706	99.970	3,496	0.011	6,092	0.019	-
9. To authorise the Directors to agree the Auditor's remuneration.	32,427,859	99.983	3,496	0.011	1,939	0.006	10,000
10. To approve the Remuneration Report Annual Statement and Annual Report on Remuneration	31,793,835	99.502	3,496	0.011	155,707	0.487	490,256
11. To approve the authority for the purchase of own shares.	32,424,200	99.941	3,496	0.011	15,598	0.048	-

\*Percentage of votes cast excludes Withheld Votes.

Total number of votes cast by proxy : 32,443,294

The issued share capital was 40,154,253 ordinary shares.

21 July 2015