

Vp plc Annual General Meeting – 1 August 2017

Further to the AGM Statement on 1 August 2017 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 and adopt the Directors' Report and Financial Statements for the year ended 31 March 2017 and the Auditor's Report contained therein.	30,796,469	99.963	11,496	0.037	0	-	928
2. To declare a final dividend of 16.0 pence per ordinary share.	30,797,397	99.963	11,496	0.037	0	-	0
3. To re-appoint JFG Pilkington as a Director.	29,628,394	97.895	11,496	0.038	625,670	2.067	543,333
4. To re-appoint NA Stothard as a Director.	30,795,301	99.956	11,496	0.037	2,096	0.007	0
5. To re-appoint AM Bainbridge as a director	30,777,812	99.899	11,496	0.037	19,585	0.064	0
6. (i) To re-appoint S Rogers as a director – all shareholders	30,793,717	99.960	11,496	0.037	1,000	0.003	2,680
6. (ii) To re-appoint S Rogers as a director – independent shareholders	12,812,306	99.902	11,496	0.090	1,000	0.008	2,680
7. (i) To re-appoint PM White as a director – all shareholders	29,770,620	99.875	11,496	0.039	25,642	0.086	1,001,135
7. (ii) To re-appoint PM White as a director – independent shareholders	11,789,209	99.686	11,496	0.097	25,642	0.217	1,001,135
8. To re-appoint PricewaterhouseCoopers as auditor.	30,703,536	99.788	11,496	0.037	53,660	0.175	40,201
9. To authorise the Directors to agree the Auditor's remuneration.	30,795,532	99.959	11,496	0.037	1,300	0.004	565
10. To approve the Remuneration Policy.	29,707,246	96.439	11,496	0.037	1,085,451	3.524	4,700
11. To approve the Remuneration Report Annual Statement and Annual Report on Remuneration	30,125,821	99.346	11,496	0.038	186,956	0.616	484,620
12. To approve the authority for the purchase of own shares.	30,249,415	98.184	11,496	0.037	547,982	1.779	0

*Percentage of votes cast excludes Withheld Votes.

Total number of votes cast by proxy : 30,808,893

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