

## Vp plc Annual General Meeting – 26 July 2016

Further to the AGM Statement on 26 July 2016 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 2016 and the Auditor's Report contained therein.	33,293,473	99.987	4,404	0.013	90	-	0
2. To declare a final dividend of 13.5 pence per ordinary share.	33,293,473	99.987	4,404	0.013	90	-	0
3. To re-appoint JFG Pilkington as a Director.	32,164,896	98.183	4,404	0.014	590,802	1.803	537,865
4. To re-appoint NA Stothard as a Director.	33,250,386	99.857	4,404	0.013	43,177	0.130	0
5. To re-appoint AM Bainbridge as a director	33,250,386	99.857	4,404	0.013	43,177	0.130	0
6. (i) To re-appoint S Rogers as a director – all shareholders	33,246,502	99.851	4,404	0.013	45,234	0.136	1,827
6. (ii) To re-appoint S Rogers as a director – independent shareholders	13,065,091	99.621	4,404	0.034	45,234	0.345	1,827
7. (i) To re-appoint PM White as a director – all shareholders	32,753,710	99.795	4,404	0.013	63,026	0.192	476,827
7. (ii) To re-appoint PM White as a director – independent shareholders	12,572,299	99.466	4,404	0.035	63,026	0.499	476,827
8. To re-appoint PricewaterhouseCoopers as auditor.	33,289,320	99.974	4,404	0.013	4,243	0.013	0
9. To authorise the Directors to agree the Auditor's remuneration.	33,293,473	99.987	4,404	0.013	90	-	0
10. To approve the Remuneration Report Annual Statement and Annual Report on Remuneration	32,653,661	99.515	4,404	0.013	154,902	0.472	485,000
11. To approve the authority for the purchase of own shares.	32,804,843	98.519	4,404	0.013	488,720	1.468	0

\*Percentage of votes cast excludes Withheld Votes.

Total number of votes cast by proxy : 33,297,967

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

26 July 2016