

Vp plc Annual General Meeting – 2 August 2018

Further to the AGM Statement on 2 August 2018 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 2018 and the Auditor's Report contained therein.	31,856,547	99.98	2,168	0.01	3,295	0.01	0
2. To declare a final dividend of 19.2 pence per ordinary share.	31,857,543	99.98	2,168	0.01	2,300	0.01	0
3. To re-appoint JFG Pilkington as a Director.	29,318,762	93.56	2,168	0.01	2,013,681	6.43	527,399
4. To re-appoint NA Stothard as a Director.	31,856,620	99.98	2,168	0.01	2,096	0.01	1,127
5. To re-appoint AM Bainbridge as a Director	31,844,960	99.95	2,168	0.01	13,756	0.04	1,127
6. (i) To re-appoint S Rogers as a Director – all shareholders	31,451,364	98.72	2,168	0.01	405,971	1.27	2,507
6. (ii) To re-appoint S Rogers as a Director – independent shareholders	13,469,953	97.06	2,168	0.02	405,971	2.92	2,507
7. (i) To re-appoint PM White as a Director – all shareholders	31,832,017	99.91	2,168	0.01	25,318	0.08	2,507
7. (ii) To re-appoint PM White as a Director – independent shareholders	13,850,606	99.80	2,168	0.02	25,318	0.18	2,507
8. To re-appoint PricewaterhouseCoopers as auditors.	31,422,517	98.62	2,168	0.01	436,200	1.37	1,125
9. To authorise the Directors to agree the remuneration of the auditors.	31,855,745	99.98	2,168	0.01	2,098	0.01	2,000
10. To approve the Remuneration Report Annual Statement and the Annual Report on Remuneration	30,820,555	97.90	2,168	0.01	659,472	2.09	379,815
11. To approve the authority for the purchase of own shares	31,410,263	98.58	2,168	0.01	449,577	1.41	2

*Percentage of votes cast excludes Withheld Votes.

Total number of votes cast by proxy : 31,862,010

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

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