

Poll Results
Annual General Meeting 2 May 2019

A poll was held on each of the resolutions proposed at the Annual General Meeting on 2 May 2019. The results of the polls are:

Resolution	Votes for (see notes 1 and 2)		Votes against (see note 2)		Votes withheld (see note 3)	Total votes cast	Votes cast as % of issued share capital (see note 4)
	No. shares	% of votes cast	No. shares	% of votes cast			
1. Receipt of the Company's Report and Accounts	32,721,856	100.00	912	0.00	288,965	32,722,768	42.84
2. Approval of Directors' Remuneration Policy	21,045,922	68.69	9,593,976	31.31	2,371,835	30,639,898	40.11
3. Approval of Directors' Remuneration Report (excluding the Directors' Remuneration Policy)	30,539,759	99.68	98,759	0.32	2,373,215	30,638,518	40.11
4. Re-appointment of Deloitte LLP as Auditor of the Company	32,631,878	99.71	93,798	0.29	286,057	32,725,676	42.85
5. Authority to agree the Auditor's remuneration	32,717,564	100.00	7,428	0.00	286,741	32,724,992	42.84
6. Re-appointment of Jalal Bagherli as a Director of the Company	32,711,082	99.95	15,680	0.05	284,971	32,726,762	42.85

7.	Re-appointment of Nicholas Jeffery as a Director of the Company	27,943,611	85.38	4,783,151	14.62	284,971	32,726,762	42.85
8.	Re-appointment of Eamonn O'Hare as a Director of the Company	27,889,672	85.22	4,837,090	14.78	284,971	32,726,762	42.85
9.	Directors' authority to allot shares	31,418,346	96.27	1,218,343	3.73	373,844	32,636,689	42.73
10.	Additional authority to allot shares in connection with a rights issue	30,801,521	94.38	1,832,646	5.62	377,566	32,634,167	42.73
11.	Disapplication of pre-emption rights	31,837,031	97.55	799,173	2.45	375,529	32,636,204	42.73
12.	Additional disapplication of pre-emption rights	31,836,561	97.55	799,643	2.45	375,429	32,636,204	42.73
13.	Authority to enter into contingent forward share purchase contract with Barclays Bank PLC	32,396,580	99.08	299,765	0.92	315,388	32,696,345	42.81
14.	Authority to enter into contingent forward share purchase contract with Goldman Sachs International	32,400,907	99.10	294,128	0.90	316,698	32,695,035	42.81
15.	Authority to enter into contingent forward share purchase contract with HSBC Bank plc	32,396,919	99.09	297,796	0.91	317,018	32,694,715	42.80
16.	Authority to enter into contingent forward share purchase contract with Merrill Lynch International	32,400,895	99.10	293,820	0.90	317,018	32,694,715	42.80
17.	Amendment to Articles of Association	32,720,313	99.98	5,212	0.02	286,208	32,725,525	42.85
18.	Notice period for general meetings	32,065,190	97.98	660,516	2.02	286,027	32,725,706	42.85

NOTES:

1. All resolutions were passed.
2. Votes "For" and "Against" are expressed as a percentage of votes received.
3. A "Vote withheld" is not a vote in law and is not counted in the calculation of the proportion of votes "For" or "Against" a resolution.
4. The total number of shares in issue as at 9am BST (10am CEST) on 30 April 2019 was 76,382,139 shares.

The Board of Directors also notes that more than 20% of those who voted on the new Remuneration Policy (**Resolution 2**) voted against the resolution. The Remuneration Committee undertook an extensive consultation with a majority of the holders of the issued share capital, most of which were supportive of the changes which align the interests of management and shareholders in what is a period of change for the Company. The Board did receive feedback from shareholders and made some policy changes as a result, including a 2 year post vesting holding period. The Board continues to believe that the new policy provides an appropriate incentive for the next three-year period and that the policy is aligned with shareholder interests. The Company will continue the policy of proactive engagement with shareholders including continuing discussions with those shareholders who expressed concerns with the new policy.