

**2020 Annual General Meeting (AGM) held Thursday 13th February – voting disclosure**

The following levels of proxy appointment and voting instructions were received prior to the AGM:

Resolutions	No of Votes For	% of Votes cast (For)	As % of shares in issue (For)	No of Votes Against	% of Votes cast (Against)	As % of shares in issue	No of Votes Withheld	As % of shares in issue (Withheld)
1. To receive and adopt the financial statements for the year ended 30 September 2019	58,042,667	99.98%	46.20%	0	0.00%	0.00%	1,871	0.00%
2. To re-appoint BDO LLP as auditors and authorise the directors to fix their remuneration	57,780,092	99.53%	45.99%	262,575	0.45%	0.21%	1,871	0.00%
3. To declare a final dividend	58,044,538	99.98%	46.20%	0	0.00%	0.00%	0	0.00%
4. To re-elect Naomi Climer as a director	58,028,688	99.96%	46.19%	0	0.00%	0.00%	5,308	0.00%
5. To re-elect Roger Parry as a director	58,007,247	99.92%	46.17%	21,441	0.04%	0.02%	5,308	0.00%
6. To re-elect Catherine Robertson as a director	57,988,794	99.89%	46.15%	39,894	0.07%	0.03%	5,308	0.00%
7. To authorise the directors to allot shares pursuant to section 551 of the Companies Act 2006 (the "Act")*	58,035,730	99.98%	46.19%	0	0.00%	0.00%	8,808	0.01%
8. To authorise the directors to allot shares pursuant to section 570 of the Act as if section 561 of the Act did not apply*	53,541,576	92.25%	42.62%	4,488,154	7.73%	3.57%	14,808	0.01%
9. To authorise the Company to make one or more market purchases of ordinary shares in the company*	58,032,538	99.98%	46.19%	0	0.00%	0.00%	12,000	0.01%

\*Special resolutions

**Notes:**

1. The proxy votes are derived from the proxy returns received at 11.18am on 12th February 2020.
2. Any proxy appointments which gave discretion to the Chairman have been included in the "For" total.
3. The completion of a proxy form is not necessarily a precise indicator of the way that the shareholder would have voted on a poll, but it reflects their intention at the time the instruction was given. Voting instructions can be changed at any time prior to a poll being demanded. A shareholder having lodged a proxy is still entitled to attend the meeting and vote as they see fit.
4. The number of votes withheld is determined from instructions received from shareholders on the proxy form. It should be noted that a vote withheld is not a vote in law and is not counted in the votes "For" or "Against" a resolution.
5. As at 13 February 2020, Oxford Metrics had 125,639,658 shares in issue.
6. All resolutions were passed on a show of hands at the AGM.