

**Benchmark Holdings plc**  
**2018 AGM**

Voting was taken as a poll with all resolutions passed. Proxy votes received in respect of the resolutions are set out below.

The number of shares in issue as at 6 March 2018 was 522,368,171. In respect of each resolution proxy votes in respect of 404,819,574 shares were received, representing 77.5% of issued share capital.

Res No.	Resolution	Number of Votes for	% of Votes for	Number of Votes against	% of Votes against	Number of Votes discretionary	% of Votes discretionary	Total Votes Cast (exc. Withheld)	Number of Votes withheld	% of Votes withheld
1.	<i>Report and Accounts</i> To receive the annual accounts, directors' report and the auditors' report for the year ended 30 September 2017	398,635,053	98.47	6,183,271	1.53	1,250	0.00	404,819,574	0	0.00
2.	<i>Remuneration Report</i> To receive the Directors' Remuneration Report for the year ended 30 September 2017	398,324,977	98.40	6,492,784	1.60	1,250	0.00	404,819,011	563	0.00
3.	<i>Auditors</i> To reappoint KPMG LLP as auditors of the Company	404,808,952	100.00	0	0.00	1,250	0.00	404,810,202	9,372	0.00
4.	<i>Auditors Remuneration</i> To authorise the Directors to determine the remuneration of the auditors of the Company	404,818,324	100.00	0	0.00	1,250	0.00	404,819,574	0	0.00
5.	<i>Hugo Wahnish</i> To appoint Hugo Wahnish as a Director	404,816,914	100.00	0	0.00	1,250	0.00	404,818,164	1,410	0.00
6.	<i>Yngve Myhre</i> To appoint Yngve Myhre as a Director	404,816,914	100.00	0	0.00	1,250	0.00	404,818,164	1,410	0.00
7.	<i>Allot Shares</i> To authorise the Directors to allot shares or grant subscription or conversion rights under section 551 Companies Act 2006	387,451,014	97.27	10,874,429	2.73	1,250	0.00	398,326,693	6,492,881	1.60
8.	<i>Pre-Emption Rights</i> To disapply statutory pre-emption rights under section 570 Companies Act 2006 up to 5% of share capital	404,816,351	100.00	0	0.00	1,250	0.00	404,817,601	1,973	0.00
9.	<i>Further Pre-Emption Rights</i> To disapply statutory pre-emption rights under section 570 Companies Act 2006 up to an additional 5% of share capital to fund acquisitions and capital investments	389,635,701	96.25	15,181,213	3.75	1,250	0.00	404,818,164	1,410	0.00
10.	<i>Purchase Own Shares</i> To authorise the Company to make market purchases of its own ordinary shares	400,510,130	98.94	4,306,784	1.06	1,250	0.00	404,818,164	1,410	0.00