

The Ince Group plc

Annual General Meeting – year ended 31 March 2020

Building a growth platform



Date 29 September 2020

Ordinary Resolution Numbered 1

- › To receive the reports and financial statements of the Company for the year ended 31 March 2020 (“2020 Report and Accounts”).

For	Against	Withheld
40,166,593	0	43,757

Ordinary Resolution Numbered 2

- › To approve the Directors' Remuneration Report contained within the 2020 Report and Accounts.

For	Against	Withheld
40,114,672	81,404	14,274

Ordinary Resolution Numbered 3

- › To elect as a director S R Oakes who retires in accordance with the Company's Articles of Association.

For	Against	Withheld
40,142,703	64,314	3,333

Ordinary Resolution Numbered 4

- › To re-elect as a director D A Furst who retires in accordance with the Company's Articles of Association.

For	Against	Withheld
40,143,003	64,014	3,333

Ordinary Resolution Numbered 5

- › To appoint Saffery Champness LLP as auditor to hold office until the conclusion of the next general meeting of the Company at which accounts are laid before the Company.

For	Against	Withheld
40,004,514	202,503	3,333

Ordinary Resolution Numbered 6

- › To authorise the directors to agree the remuneration of the auditor.

For	Against	Withheld
40,007,595	169,422	33,333

Ordinary Resolution Numbered 7

- › In accordance with the requirements of section 551 of the Companies Act 2006 (“CA 2006”), to authorise the directors of the Company (the “directors”) to exercise all powers of the Company to allot shares in the Company and rights to subscribe for, or convert any security into, shares in the Company (“relevant securities”) up to a maximum nominal amount of £228,469.70. This authority to expire at the conclusion of the next Annual General Meeting of the Company or on the date which is 15 months after the date of passing of this resolution whichever is sooner, unless such authority is renewed varied or revoked by the Company prior to or on that date. The Company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted or granted after such expiry and the directors may allot relevant securities pursuant to any such offer or agreement as if the authority conferred by this resolution had not expired.

For	Against	Withheld
40,146,195	47,438	16,717

Special Resolution Numbered 8

- › Subject to Resolution 7 being passed, to empower the directors to allot equity securities (within the meaning of section 560 of CA 2006) for cash pursuant to section 570(1) of CA 2006 as if section 561 of CA 2006 did not apply to such allotment, provided that this power shall be limited to the allotment and issue of equity securities up to a maximum nominal amount of £34,270.45 and shall expire when the authority conferred on the directors by Resolution 7 expires. The Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities pursuant to any such offer or agreement as if the power conferred by this resolution had not expired.

For	Against	Withheld
36,762,276	3,431,357	16,717