

FDM Group (Holdings) plc

Result of AGM

At the Company's 2024 Annual General Meeting held on 14 May 2024, all resolutions were duly passed on a show of hands.

In accordance with Listing Rule 9.6.2(R), a copy of the resolutions passed at the Annual General Meeting will be submitted to the National Storage Mechanism and will be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

As at the date of the meeting, there were 109,634,902 ordinary shares with voting rights in issue. The following proxies were received by the Company from shareholders prior to the meeting:

RESOLUTION		FOR*		AGAINST		WITHHELD
		VOTES	% OF VOTES CAST**	VOTES	% OF VOTES CAST**	VOTES
1	Receive the Company's Annual Report and Accounts for the year ended 31 December 2023 together with the reports of the Directors and shareholders.	96,798,666	99.99	24	0.01	1,239,973
2	Approve the Directors' Remuneration Policy	94,914,220	96.81	3,123,822	3.19	621
3	Approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy) for the year ended 31 December 2023.	94,534,632	96.43	3,496,834	3.57	7,197
4	Declare a final ordinary dividend for the year ended 31 December 2023 of 19.0 pence for each ordinary share in the capital of the Company.	98,038,019	99.99	24	0.01	620
5	Approve the amendments to the rules of the FDM Performance Share Plan (as summarised in the Appendix to the Notice of AGM)	96,678,356	98.62	1,353,111	1.38	7,196
6	Re-elect Andrew Brown as a Director of the Company.	97,803,412	99.76	232,932	0.24	2,319
7	Re-elect Roderick Flavell as a Director of the Company.	97,802,591	99.76	233,753	0.24	2,319
8	Re-elect Sheila Flavell as a Director of the Company.	97,802,591	99.76	235,452	0.24	620
9	Re-elect Michael McLaren as a Director of the Company.	96,770,975	98.71	1,265,369	1.29	2,319
10	Re-elect Alan Kinnear as a Director of the Company.	96,770,674	98.71	1,265,670	1.29	2,319
11	Re-elect David Lister as a Director of the Company.	96,306,754	99.32	663,363	0.68	1,068,546

12	Re-elect Rowena Murray as a Director of the Company, who was appointed by the Board of Directors of the Company since the last AGM	97,927,403	99.89	108,941	0.11	2,319
13	Re-elect Jacqueline de Rojas as a Director of the Company	97,381,869	99.33	654,475	0.67	2,319
14	Re-elect Michelle Senecal de Fonseca as a Director of the Company.	97,380,868	99.33	655,476	0.67	2,319
15	Re-appoint PricewaterhouseCoopers LLP as the Company's auditors.	96,969,601	98.91	1,066,743	1.09	2,319
16	Authorise the Directors to agree the remuneration of the auditors.	98,036,320	99.99	1,723	0.01	620
17	Authorise the Directors to allot securities pursuant to section 551 of the Companies Act 2006 (the "Act").	97,219,989	99.17	816,355	0.83	2,319
18	Special Resolution: Disapply pre-emption rights pursuant to section 570 of the Act.	93,136,734	95.00	4,899,610	5.00	2,319
19	Special Resolution: Disapply pre-emption rights in additional limited circumstances.	88,143,020	89.91	9,893,324	10.09	2,319
20	Special Resolution: Authorise the Company to make market purchases of its own shares pursuant to section 701 of the Act.	96,881,841	98.91	1,066,251	1.09	90,571
21	Special Resolution: That a general meeting (other than an AGM) may be called on not less than 14 clear days' notice.	97,319,654	99.27	718,389	0.73	620

*Includes proxies giving the Chairman discretion as to how to vote

**Rounded to two decimal places. Excludes votes withheld