

2019 Annual General Meeting ("AGM") held Friday 24 May - voting disclosure

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

Resolution	Votes For (including Chairman's discretionary votes)		Votes Against		Votes Withheld	Total Votes Cast (excluding Votes Withheld)	
	No. of Votes	% of votes cast	No. of Votes	% of votes cast	No. of Shares	No. of Votes	% of Issued Share Capital
1. To receive the Annual Report and Accounts	70,225,557	100	0	0	8,030	70,225,557	83.00
2. To approve the Directors' Remuneration Report	63,022,395	98.99	642,862	1.01	6,568,330	63,665,257	75.24
3. To declare the final ordinary dividend	70,233,587	100	0	0	0	70,233,587	83.01
4. To elect Keith Edelman as a Director	65,178,102	93.07	4,855,485	6.93	200,000	70,033,587	82.77
5. To elect Alison Littlely as a Director	70,026,587	99.99	7,000	0.01	200,000	70,033,587	82.77
6. To re-elect Philip Lawrence as a Director	70,014,060	99.97	19,527	0.03	200,000	70,033,587	82.77
7. To re-elect Steve Wilson as a Director	69,983,645	99.93	49,942	0.07	200,000	70,033,587	82.77
8. To re-elect Chris Payne as a Director	69,857,717	99.75	175,870	0.25	200,000	70,033,587	82.77
9. To re-elect Amanda Aldridge as a Director	70,014,060	99.97	19,527	0.03	200,000	70,033,587	82.77
10. To reappoint PricewaterhouseCoopers LLP as the Company's Auditor	70,231,195	99.99	2,392	0.01	0	70,233,587	83.01
11. To authorise the Directors to determine the Auditors' remuneration	70,233,587	100	0	0	0	70,233,587	83.01
12. To authorise the Directors to allot shares	70,026,980	99.99	6,607	0.01	200,000	70,033,587	82.77
13. To empower the Directors to disapply share pre-emption rights*	69,756,714	99.32	476,873	0.68	0	70,233,587	83.01
14. To authorise the Company to purchase its own shares*	69,875,538	99.78	155,895	0.22	202,154	70,031,433	82.77
15. To authorise general meetings to be called with at least 14 clear days' notice*	69,776,364	99.35	457,223	0.65	0	70,233,587	83.01

* Special resolutions

Notes:

- 1 The proxy votes are derived from the proxy returns received by 10 a.m. on 22 May 2019.
- 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 22 May 2019, Headlam had 85,363,743 ordinary shares in issue, of which 84,610,683 held voting rights.
- 6 All resolutions were passed on a show of hands at the AGM.
- 7 To calculate the proxy votes as a percentage of shares in issue, treasury shares were excluded.