

tpgroup

Annual General Meeting 2021

JUNE 30 2021

Resolution 1

To reappoint BDO LLP as auditor of the Company, to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting at which accounts are laid before the Company.

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	Votes	
Proxy votes for	374,715,412	81.95%
Proxy votes against	82,283,781	18.00%
Proxy votes abstaining	203,591	0.04%

Resolution 2

To authorise the directors of the Company to determine the auditor's remuneration.

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	Votes	
Proxy votes for	375,372,345	82.09%
Proxy votes against	81,732,031	17.88%
Proxy votes withheld	98,408	0.02%

Resolution 3

To re-elect Philip Cartmell as a director who retires pursuant to article 82 of the Company's Articles of Association.

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Following the announcement on the morning of the meeting that Mr Cartmell is to stand down from his position with the Company at the end of the day, the resolution was not passed on a show of hands.

	Votes	
Proxy votes for	270,738,080	59.21%
Proxy votes against	183,851,205	40.21%
Proxy votes withheld	2,618,941	0.57%

Resolution 4

That the directors of the Company be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "2006 Act"):

4.1 to exercise all the powers of the Company to allot shares and to make offers or agreements to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (together "Relevant Securities") up to an aggregate nominal amount of £2,571,290 (representing approximately 33 per cent. of the total nominal share value of the Company on the last business day prior to the publication of this notice); and

4.2 to exercise all the powers of the Company to allot equity securities (within the meaning of section 560 of the 2006 Act) up to an additional aggregate nominal amount of £2,571,290 provided that this authority may only be used in connection with a rights issue in favour of holders of ordinary shares and other persons entitled to participate therein where the equity securities respectively attributable to the interests of all those persons at such record dates as the directors of the Company may determine are proportionate (as nearly as may be) to the respective numbers of equity securities held or deemed to be held by them or are otherwise allotted in accordance with the rights attaching to such equity securities subject to such exclusions or other arrangements as the directors of the Company may consider necessary or expedient to deal with fractional entitlements or legal difficulties under the laws of any territory or the requirements of a regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter whatsoever,

provided that the authorities in paragraphs 4.1 and 4.2 shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or if earlier on the date which is 15 months after the date on which this resolution is passed, except that the Company may before such expiry make any offer or agreement which would or might require Relevant Securities or equity securities, as the case may be, to be allotted or such rights to be granted after such expiry and the directors of the Company may allot Relevant Securities or equity securities or grant such rights in pursuance of any such offer or agreement as if the authority in question had not expired

Resolution 4

- To authorise the directors to allot shares and equity securities.

	Votes	
Proxy votes for	372,981,988	81.57%
Proxy votes against	84,198,203	18.41%
Proxy votes withheld	22,593	0.00%

Resolution 5

That, subject to the passing of resolution 4, the directors of the Company be and are empowered, in accordance with section 570 and section 573 of the 2006 Act, to allot equity securities (as defined in section 560 of the 2006 Act) for cash pursuant to the authority conferred by resolution 4 and/or by way of a sale of treasury shares for cash, in each case as if section 561 of the 2006 Act did not apply to any such allotment or sale, provided that this power shall be limited to:

5.1 the allotment of equity securities and/or a sale of treasury shares for cash in connection with a rights issue or other pre-emptive offer or issue (but, in the case of the authority granted under paragraph 4.2, by way of a rights issue only) in favour of holders of ordinary shares and other persons entitled to participate therein (other than the Company) where the equity securities respectively attributable to the interests of all those persons at such record dates as the directors of the Company may determine are proportionate (as nearly as may be) to the respective numbers of equity securities held or deemed to be held by them or are otherwise allotted in accordance with the rights attaching to such equity securities, subject in each case to such exclusions or other arrangements as the directors of the Company may consider necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical difficulties under the laws of any territory or the requirements of a regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter whatsoever; and

5.2 the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph 5.1 above), having in the case of ordinary shares, an aggregate nominal value, or in the case of other equity securities, giving the right to subscribe for or convert into ordinary shares having an aggregate nominal value, not exceeding the sum of £779,179 (representing approximately 10 per cent. of the Company's issued share capital on the last business day prior to the publication of this notice),

and shall expire upon the expiry of the general authority conferred by resolution 4, except that the Company may make any offer or agreement before this power expires which would or might require equity securities to be allotted and/or shares held by the Company in treasury to be sold after such expiry and the directors of the Company may allot equity securities and/or sell shares held by the Company in treasury in pursuance of such offer or agreement as if the power conferred by this resolution had not expired

Resolution 5

- To disapply pre-emption rights.

	Votes	
Proxy votes for	343,613,351	75.15%
Proxy votes against	113,429,702	24.81%
Proxy votes withheld	159,731	0.03%

Resolution 6

That the Company be and is hereby generally and unconditionally authorised, in accordance with section 701 of the 2006 Act, to make market purchases (within the meaning of section 693(4) of the 2006 Act) of ordinary shares of £0.01 each in the capital of the Company on such terms and in such manner as the directors of the Company may from time to time determine provided that:

6.1 the maximum aggregate number of ordinary shares authorised to be purchased is 116,876,808 (representing approximately 15 per cent. of the Company's issued share capital on the last business day prior to the publication of this notice);

6.2 the minimum price which may be paid for an ordinary share is 1 penny (£0.01) (exclusive of expenses payable by the Company);

6.3 the maximum price which may be paid for an ordinary share (exclusive of expenses payable by the Company) cannot be more than the higher of:

(a) 105 per cent. of the average market value of an ordinary share of the Company for the five business days prior to the day on which the ordinary share is contracted to be purchased; and

(b) the value of an ordinary share of the Company calculated on the basis of the higher of:

(i) the price of the last independent trade of; and

(ii) the highest current independent bid for,

any number of ordinary shares of the Company on the trading venue where the market purchase by the Company will be carried out; and

the authority conferred by this resolution 6 shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or if earlier on the date which is 15 months after the passing of this resolution, except that that the Company may before such expiry make a contract to purchase its own shares which will or may be completed or executed wholly or partly after such expiry and may make a purchase pursuant to any such contract

Resolution 6

- To authorise the directors to purchase shares.

	Votes	
Proxy votes for	366,497,905	80.15%
Proxy votes against	89,990,755	19.68%
Proxy votes withheld	719,566	0.16%

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