

TClarke

Results of AGM
2022



TClarke plc
("the Company")
Result of Annual General Meeting ("AGM")

11 May 2022

The Company announces the result of voting on the resolutions at its Annual General Meeting ("AGM") held on Wednesday 11 May 2022, as set out in the AGM notice.

A poll was held on each of the resolutions and all resolutions were duly passed by the required majority. Resolutions 1 to 14 were passed as ordinary resolutions, and resolutions 15 to 18 were special resolutions.

The results of the poll were as follows:

Ordinary Resolutions	Votes for	%	Votes against	%	Total votes	Votes withheld
1. To receive and adopt the Annual Report and Financial Statements 2021	11,111,586	99.95%	5,190	0.5%	11,116,776	0
2. To approve the Directors' Remuneration Report	11,044,882	99.50%	55,814	0.5%	11,100,696	16,080
3. To approve the final dividend	11,116,776	100%	0	0.00%	11,116,776	0
4. To re-elect Mike Crowder as a Director	11,098,958	99.86%	15,597	0.14%	11,114,555	2,221
5. To re-elect Mark Lawrence as a Director	11,103,194	99.88%	13,582	0.12%	11,116,776	0
6. To re-elect Trevor Mitchell as a Director	11,095,989	99.86%	15,597	0.14%	11,111,586	5,190
7. To re-elect Peter Maskell as a Non-Executive Director	11,095,783	99.88%	13,582	0.12%	11,109,365	7,411
8. To re-elect Iain McCusker as a Non-Executive Director	11,082,768	99.74%	28,818	0.26%	11,111,586	5,190
9. To elect Jonathan Hook as a Non-Executive Director	11,095,983	99.88%	13,382	0.12%	11,109,365	7,411
10. To elect Aysegul Sabanci as a Non-Executive Director	11,080,690	99.74%	28,675	0.26%	11,109,365	7,411
11. To re-appoint PricewaterhouseCoopers LLP as auditors	11,052,265	99.62%	41,934	0.38%	11,094,199	22,577
12. To authorise the Audit Committee to fix the auditor's remuneration	11,073,010	99.80%	21,996	0.2%	11,095,006	21,770
13. To make political donations not exceeding £10,000 in total	10,934,189	98.47%	170,411	1.53%	11,104,600	12,176
14. To authorise the Directors to allot securities in accordance with Section 551 of the Companies Act 2006	10,987,412	98.90%	121,784	1.10%	11,109,196	16,580

Special Resolutions	Votes for	%	Votes against	%	Total Votes	Votes withheld
15. To authorise the Directors to allow shares and securities pursuant to Section 570 of the Companies Act 2006	10,956,063	98.57%	158,492	1.43%	11,114,555	2,221
16. To authorise the Directors to allow shares and securities pursuant to Section 570 of the Companies Act 2006 in relation to acquisitions or other capital investments	10,996,021	98.93%	118,534	1.07%	11,114,555	2,221
17. To authorise TClarke plc to make market purchases of its own ordinary shares	11,003,738	99.04%	106,848	0.96%	11,110,586	6,190
18. To authorise the calling of a general meeting of the Company (not being an annual general meeting) by notice of at least 14 clear days	11,017,759	99.12%	98,017	0.88%	11,115,776	1,000

Notes:

1. All resolutions were passed on a show of hands.
2. Proxy votes which gave discretion to the Chair of the AGM have been included in the 'For' total of the appropriate resolution.
3. A 'Vote Withheld' is not a vote in law and is not counted in the calculation of the proportion of the votes 'For' and 'Against' any resolution nor in the calculation of the proportion of 'Total issued share capital instructed' for any resolution.
4. Votes 'For' and 'Against' any resolution are expressed as a percentage of votes validly cast for that resolution.
5. At the close of business on 4 May 2022 the total number of ordinary shares in issue was 44,002,794 and at that time, the Company did not hold any shares in treasury.
6. The full text of all the resolutions passed at the AGM can be obtained from the Notice of AGM, which is available on the Company's website at www.tclarke.co.uk

In accordance with UK Listing Rule 9.6.2 copies of all the resolutions passed, other than ordinary business, have been submitted to the National Storage Mechanism and will shortly be available for inspection via the National Storage Mechanism at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>

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