

TCClarke

The background of the slide is a vibrant blue-toned image of a city at night, with numerous lights from buildings and streets. Overlaid on this cityscape is a grid of binary code (0s and 1s) in a lighter blue color, creating a digital or data-centric aesthetic.

**Results of AGM
2020**

TClarke plc
("the Company")

Result of Annual General Meeting ("AGM")

The Company is pleased to announce that all resolutions at today's Annual General Meeting ("AGM") held at 45 Moorfields, London EC2Y 9AE at 10.00am were passed.

The following proxy votes had been received by the Company in respect of the resolutions:

Resolution	Votes For	Votes For %	Votes Discretion	Votes Discretion %	Votes Against	Votes Against %	Votes Withheld
1 To receive and adopt the Annual Report and Financial Statements 2019	10,640,662	100.00	0	0.00	0	0.00	1,000
2 To approve the Directors' Remuneration Policy	10,528,737	99.06	0	0.00	99,625	0.94	13,300
3 To approve the Directors' Remuneration Report	10,162,537	95.65	0	0.00	461,976	4.35	17,149
4 To approve the final dividend	10,617,662	99.77	0	0.00	24,000	0.23	0
5 To re-elect Mike Crowder as a Director	10,623,663	99.86	0	0.00	14,778	0.14	3,221
6 To re-elect Louise Dier as a Non- Executive Director	10,631,441	99.91	0	0.00	9,221	0.09	1,000
7 To re-elect Mark Lawrence as a Director	10,625,884	99.86	0	0.00	14,778	0.14	1,000
8 To re-elect Peter Maskell as a Non-Executive Director	10,625,291	99.88	0	0.00	13,150	0.12	3,221
9 To re-elect Iain McCusker as a Non-Executive Director	10,625,291	99.86	0	0.00	15,371	0.14	1,000
10 To re-elect Trevor Mitchell as a Director	10,633,662	99.93	0	0.00	7,000	0.07	1,000
11 To re-elect Mike Robson as a Non-Executive Director	10,625,291	99.86	0	0.00	15,371	0.14	1,000
12 To re-appoint PricewaterhouseCoopers LLP as auditor	10,596,131	99.61	0	0.00	41,682	0.39	3,849
13 To authorise the Audit Committee to fix the auditor's remuneration	10,618,322	99.79	0	0.00	22,340	0.21	1,000
14 To make political donations not exceeding £10,000 in total	10,465,615	98.45	4,500	0.04	160,246	1.51	11,301
15 To authorise the Directors to allot securities in accordance with Section 551 of the Companies Act 2006	10,589,509	99.57	0	0.00	45,619	0.43	6,534

Resolution		Votes For	Votes For %	Votes Discretion	Votes Discretion %	Votes Against	Votes Against %	Votes Withheld
16	To authorise the Directors to allot shares and securities pursuant to Section 570 of the Companies Act 2006*	10,582,169	99.47	0	0.00	56,772	0.53	2,721
17	To authorise the Directors to allot shares and securities pursuant to Section 570 of the Companies Act 2006 in relation to acquisitions or other capital investments*	10,480,454	98.51	0	0.00	158,487	1.49	2,721
18	To authorise TClarke plc to make market purchases of its own ordinary shares*	10,574,281	99.37	0	0.00	67,381	0.63	0
19	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*	10,526,798	98.93	0	0.00	113,864	1.07	1,000

* Special Resolution

Notes:

1. All resolutions were passed on a show of hands.
2. As at the date of the AGM the Company's issued share capital comprised 43,052,558 ordinary shares of 10p each, which was the total number of shares entitling the holders to attend and vote at the AGM. Each ordinary share carries the right to one vote at a general meeting of the Company.
3. A 'vote withheld' is not a vote in law.
4. Percentage of votes cast excludes withheld votes.
5. 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>.

-ends-

24th June 2020

For further information contact:

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