



# TClarke

Results of AGM  
2023

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

10 May 2023

The Company announces the result of voting on the resolutions at its Annual General Meeting ("AGM") held on Wednesday 10 May 2023, 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 15 were passed as ordinary resolutions, and resolutions 16 to 19 were special resolutions.

The results of the poll were as follows:

<b>Ordinary Resolutions</b>	<b>Votes for</b>	<b>%</b>	<b>Votes against</b>	<b>%</b>	<b>Total votes</b>	<b>Votes withheld</b>
1. To receive and adopt the Annual Report and Financial Statements 2022	13,373,276	99.94%	7,500	0.06%	13,380,776	0
2. To approve the Directors' Remuneration Policy	13,263,712	99.21%	106,029	0.79%	13,369,741	11,035
3. To approve the Directors' Remuneration Report	13,266,519	99.23%	103,222	0.77%	13,369,741	11,035
4. To approve the final dividend	13,380,776	100%	0	0.00%	13,380,776	0
5. To re-elect Mike Crowder as a Director	13,334,854	99.66%	45,766	0.34%	13,380,620	156
6. To re-elect Mark Lawrence as a Director	13,316,285	99.52%	64,335	0.48%	13,380,620	156
7. To re-elect Trevor Mitchell as a Director	13,316,787	99.52%	63,833	0.48%	13,380,620	156
8. To re-elect Peter Maskell as a Non-Executive Director	13,300,131	99.41%	78,268	0.59%	13,378,399	2,377
9. To re-elect Iain McCusker as a Non-Executive Director	13,271,848	99.19%	108,772	0.81%	13,380,620	156
10. To re-elect Jonathan Hook as a Non-Executive Director	13,332,131	99.65%	46,268	0.35%	13,378,399	2,377
11. To re-elect Aysegul Sabanci as a Non-Executive Director	13,329,912	99.64%	48,487	0.36%	13,378,399	2,377
12. To re-appoint Mazars LLP as auditors	13,300,776	99.43%	76,779	0.57%	13,377,555	3,221
13. To authorise the Audit Committee to fix the auditor's remuneration	13,298,992	99.40%	79,784	0.60%	13,378,776	2,000
14. To make political donations not exceeding £10,000 in total	13,188,500	98.70%	174,272	1.30%	13,362,772	18,004
15. To authorise the Directors to allot securities in accordance with Section 551 of the Companies Act 2006	13,294,870	99.37%	83,685	0.63%	13,378,555	2,221

<b>Special Resolutions</b>	Votes for	%	Votes against	%	Total Votes	Votes withheld
16. To authorise the Directors to allow shares and securities pursuant to Section 570 of the Companies Act 2006	13,265,501	99.15%	113,054	0.85%	13,378,555	2,221
17. 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	13,262,550	99.13%	116,005	0.87%	13,378,555	2,221
18. To authorise TClarke plc to make market purchases of its own ordinary shares	13,294,854	99.36%	85,922	0.64%	13,380,776	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	13,304,577	99.43%	76,199	0.57%	13,380,776	0

**Notes:**

- All resolutions were passed on a show of hands.
- Proxy votes which gave discretion to the Chair of the AGM have been included in the 'For' total of the appropriate resolution.
- 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.
- Votes 'For' and 'Against' any resolution are expressed as a percentage of votes validly cast for that resolution.
- At the close of business on 5 May 2023 the total number of ordinary shares in issue was 44,101,443 and at that time, the Company did not hold any shares in treasury.
- 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](http://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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For further information contact:

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