



**ALLIED MINDS**

The Annual General Meeting of Allied Minds plc was held 23 May 2018. All of the resolutions proposed at the Annual General Meeting were duly passed by the shareholders on a poll. The results of the poll, incorporating the proxy votes lodged in advance of the meeting, are set out below.

<b>Resolutions</b>	<b>For</b>	<b>%</b>	<b>Against</b>	<b>%</b>	<b>Withheld</b>	<b>Total lodged</b>
1. To receive the Company's Annual Report and Accounts for the financial year ended 31 December 2017	184,004,205	100.00	3,332	0.00	1,227,582	184,007,537
2. To approve the Directors' Remuneration Report for the year ended 31 December 2017.	136,095,133	73.96	47,914,260	26.04	1,225,726	184,009,393
3. To re-appoint KPMG LLP as auditor of the Company.	184,007,020	100.00	2,017	0.00	1,226,082	184,009,037
4. To authorise the Audit Committee to determine the auditor's remuneration.	184,004,587	99.34	1,228,306	0.66	2,226	185,232,893
5. To re-elect Mr Peter Dolan as a Director of the Company.	182,785,192	98.68	2,445,851	1.32	4,076	185,231,043
6. To re-elect Ms Jill Smith as a Director of the Company.	183,821,381	99.24	1,413,012	0.76	726	185,234,393
7. To re-elect Mr Harry Rein as a Director of the Company.	183,838,747	99.91	168,440	0.09	1,227,932	184,007,187
8. To re-elect Mr Jeffrey Rohr as a Director of the Company.	177,079,850	96.24	6,925,837	3.76	1,229,432	184,005,687

9. To re-elect Mr Kevin Sharer as a Director of the Company.	141,547,648	76.42	43,684,895	23.58	2,576	185,232,543
10. To authorise the Directors to allot shares under section 551 of the Companies Act 2006.	185,028,090	99.89	206,779	0.11	250	185,234,869
11. To disapply statutory pre-emption rights.	185,224,985	100.00	8,402	0.00	1,732	185,233,387
12. In addition to the authority granted under Resolution 11, to disapply statutory pre-emption rights solely in relation to acquisitions and specified capital investments.	184,173,557	99.43	1,059,830	0.57	1,732	185,233,387
13. To authorise the Company to make political donations and incur political expenditure.	185,222,410	99.99	12,459	0.01	250	185,234,869
14. To authorise the Company to make market purchases of its own shares.	184,161,382	99.43	1,055,283	0.57	18,454	185,216,665
15. To authorise the Company to hold general meetings on not less than 14 clear days' notice	183,133,480	98.87	2,101,389	1.13	250	185,234,869

Over the last few months, Allied Minds engaged with its major shareholders to understand their views on remuneration matters. While all resolutions were passed at the annual general meeting, we were disappointed that there was a significant minority vote against both the advisory resolution for this year's remuneration report and the re-election of our remuneration committee chair. Naturally, we acknowledge this feedback and thank those shareholders who have already spoken with us and explained their reasons for not supporting the relevant resolutions. The remuneration committee is committed to continuing dialogue with our shareholders ahead of the scheduled binding vote on remuneration policy at the 2019 annual general meeting.

Notes:

1. A vote "Withheld" is not a vote in law and is not counted in the calculation of the votes "For" or "Against" a resolution.
2. As at 21 May 2018, the number of issued shares in the Company was 240,250,732 ordinary shares, which was the total number of shares entitling the holders to attend and vote for or against all the resolutions at the AGM. In accordance with the Company's Articles of Association, on a poll every member present in person or by proxy has one vote for every share held.
3. The full text of the resolutions may be found in the Notice of the Annual General Meeting, copies of which are available on both the Company's website [www.alliedminds.com](http://www.alliedminds.com) and on the National Storage Mechanism.
4. In accordance with Listing Rule 9.6.1, a copy of the resolutions, other than those concerning ordinary business has been submitted to the National Storage Mechanism and will shortly be available for inspection at: [www.morningstar.co.uk/uk/NSM](http://www.morningstar.co.uk/uk/NSM).