

Scapa Group plc - Annual General Meeting

The fifty-third Annual General Meeting of Scapa Group plc was held at the Village Hotel, Pamir Drive, Ashton-under-Lyne, Tameside, Manchester OL7 0PG on Tuesday, 18 July 2017.

Proxy votes were received from ordinary shareholders in respect of approximately 60% of the issued share capital prior to the meeting, as detailed below (percentage of votes cast excludes withheld votes). Total number of ordinary shares in issue: 152,361,588. All resolutions put to the meeting were passed on a show of hands.

Resolution	For	Against	Withheld
1 To receive the Report and Accounts for the year to 31 March 2017	93,525,005 99.99%*	921 0.01%*	0
2 To approve the Directors' Remuneration Report	88,100,610 94.23%*	5,391,536 5.77%*	33,780
3 To approve the Directors' Remuneration Policy	88,069,180 94.20%*	5,422,745 5.80%*	34,001
4 To declare a final dividend	93,525,926 100.00%*	0 0.00%*	0
5 To re-elect Mr H R Chae as a Director	92,697,417 99.98%*	16,163 0.02%*	812,346
6 To re-elect Mr R J Perry as a Director	84,712,715 91.37%*	8,000,865 8.63%*	812,346
7 To re-elect Mr M T Sawkins as a Director	92,458,733 99.73%*	254,847 0.27%*	812,346
8 To re-elect Mr G S Hardcastle as a Director	92,695,517 99.98%*	18,063 0.02%*	812,346
9 To re-elect Mr D C Blackwood as a Director	89,828,627 96.89%*	2,884,953 3.11%*	812,346
10 To elect Mr L C Pentz as a Director	92,400,665 99.66%*	312,915 0.34%*	812,346
11 To re-appoint Deloitte LLP as auditor of the Company	90,491,614 96.77%*	3,023,666 3.23%*	10,646
12 To authorise the Directors to fix the remuneration of the auditor	90,915,453 97.21%*	2,609,906 2.79%*	567
13 To authorise the Directors to allot shares	79,582,885 85.09%*	13,941,995 14.91%*	1,046
14 To authorise the Directors to disapply pre-emption rights (customary 5%)	92,441,195 99.76%*	222,168 0.24%*	862,563
15 To authorise the Directors to disapply pre-emption rights to a further 5% (acquisitions and specified capital investments)	90,188,651 96.48%*	3,289,712 3.52%*	47,563
16 To authorise the Company to make market purchases of its own shares	76,773,372 98.81%*	926,433 1.19%*	15,826,121
17 To authorise the Company to make political donations	77,458,899 98.69%*	1,030,009 1.31%*	15,037,018

* as a percentage of votes cast

Resolutions 1 to 13 and 17 were passed as ordinary resolutions and resolutions 14, 15 and 16 were passed as special resolutions. The full text of the resolutions is set out in the Notice of Annual General Meeting, a copy of which is on the Company's website (investor section).

Graham Hardcastle
Finance Director and Company Secretary
18 July 2017