

27 January 2021

**SMITHS NEWS PLC**  
**Result of 2021 Annual General Meeting**

Smiths News plc announces that at its Annual General Meeting (AGM) held at 11.30am today all resolutions put to the meeting were duly passed by shareholders by way of a poll with the exception of resolution 14 (the disapplication of further pre-emption rights in connection with an acquisition or specified capital investment) which failed to carry. The voting results are shown below.

Resolution		For		Against		Withheld
		No. of votes	%	No. of votes	%	No. of votes
1	To receive the Annual Report and Accounts for the 52 week period ended 29 August 2020	160,764,728	96.38%	6,036,186	3.62%	253,689
2	To approve the directors' remuneration report for the 52 week period ended 29 August 2020	117,194,782	70.30%	49,503,413	29.70%	356,408
3	To elect David Blackwood	160,651,797	96.32%	6,141,289	3.68%	261,517
4	To re-elect Jonathan Bunting	166,521,657	99.84%	272,110	0.16%	260,836
5	To re-elect Denise Collis	166,645,427	99.92%	132,685	0.08%	276,491
6	To re-elect Tony Grace	166,546,904	99.85%	246,261	0.15%	261,438
7	To re-elect Michael Holt	165,048,330	98.96%	1,729,522	1.04%	276,751
8	To re-elect Mark Whiteling	166,648,724	99.92%	131,205	0.08%	274,674
9	To re-appoint the auditor	166,676,863	99.95%	89,922	0.05%	287,818
10	To authorise the Audit Committee to determine the auditor's remuneration	166,727,350	99.97%	57,701	0.03%	269,552
11	Authority to make political donations	119,596,891	90.32%	12,811,373	9.68%	34,646,339
12	Authority to allot shares	133,329,639	79.96%	33,422,866	20.04%	302,098

13	Authority to partially disapply pre-emption rights*	108,243,146	82.17%	23,489,280	17.83%	35,322,177
14	Authority to disapply pre-emption rights in connection with an acquisition or specified capital investment*	98,265,437	74.61%	33,441,377	25.39%	35,347,789
15	Authority to make market purchases of ordinary shares*	166,703,395	99.93%	114,450	0.07%	236,758
16	Authority to call general meetings (other than the AGM) on 14 clear days' notice*	131,559,219	99.81%	249,502	0.19%	35,245,882

\* Special resolution requiring 75% majority of those votes cast at the meeting.

The Board acknowledges the following voting outcomes from today's meeting:

- the "significant votes" in excess of 20% that have been cast against the Board's recommendation for each of resolution 2 (to approve the directors' remuneration report for FY2020) and resolution 12 (the directors' general authority to allot shares);
- the failure to pass resolution 14 (the disapplication of further pre-emption rights in connection with an acquisition or specified capital investment), primarily as a result of the votes cast by two of the Company's shareholders; and
- the significant number of votes (approximately 34.5m) which have been registered as "withheld" by one of the Company's shareholders in relation to each of resolutions 11 (authority to make political donations), 13 (the initial disapplication of pre-emption rights on cash share issues of up to 5%), 14 (the disapplication of further pre-emption rights in connection with an acquisition or specified capital investment) and 16 (notice of General Meetings).

In relation to the failure to carry resolution 14, the Board acknowledges that this is the second consecutive year in which this particular resolution has failed to carry and, despite good levels of engagement with shareholders over the past 12 months to better understand the reasons behind their previous voting instructions, the Board remains disappointed in this outcome. The Board notes in particular that resolution 14 follows the provisions of the Pre-emption Group's Statement of Principles for the disapplication of pre-emption rights, reflects UK listed company market practice and represents a marginal improvement in voting outcome vs last year (71.64%). The Board is also of the view that the flexibility afforded by this additional authority continues to be in the best interests of the Company and shareholders.

In light of these voting outcomes, the Board remains committed to continuing an open and transparent dialogue with the Company's shareholders and will, accordingly, seek to continue to engage with those shareholders regarding their views and/or any specific concerns in these areas, how the Company may allay any such concerns or issues and/or how the Board intends to take into account (as applicable) any such feedback in its future recommendations at forthcoming General Meetings in order to encourage greater levels of support. We will publish an update on this engagement, in accordance with the UK Corporate Governance Code, within six months of the 2021 AGM and will report in the Company's FY2021 Annual Report what steps have been taken by the Board in order to better understand shareholders' views in relation to these resolutions and what impact any feedback may have on future decisions to be taken by the Board and actions or resolutions to be proposed.

#### Notes:

1. Percentages are rounded to two decimal places.
2. Where shareholders appointed the Chairman as their proxy with discretion as to voting, their votes were cast in favour of the resolutions and have been included in the "For" total.
3. A "vote withheld" is not a vote in law and is not counted in the calculation of the percentages of the votes cast for and against a resolution.
4. The number of votes validly cast were in respect of 167,054,603 shares, representing 67.45% of the 247,659,200 issued share capital of the Company, being the total number of shares in issue at 6.30pm on 26<sup>th</sup> January 2021.

5. The full text of all of the resolutions is set out in the Notice of AGM dated 14 December 2020 which is available on the Company's website. Resolutions 13, 14, 15 and 16 were special resolutions, requiring 75% majority of those votes cast at the meeting.
6. In accordance with Listing Rule 9.6.2, a copy of the special business passed at the AGM, being resolutions 12, 13, 15 and 16, has been submitted to the National Storage Mechanism at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>
7. The results of the AGM voting will also be made available on the Company's website at [www.corporate.smithsnews.co.uk/investors](http://www.corporate.smithsnews.co.uk/investors)
8. A list of questions received from shareholders in advance of the AGM (other than any questions which the directors consider to be frivolous or vexatious) together with the Company's answers to these are set out on the Company's website at [www.corporate.smithsnews.co.uk/investors](http://www.corporate.smithsnews.co.uk/investors)