

GB GROUP PLC
("GBG", "Group" or the "Company")

Results of AGM

Resolution	Votes in favour	% in favour	Votes against	% against	Votes withheld	Total votes cast as % of Issued Share Register
1. Receive the annual report and accounts	157,957,455	100.00%	6,697	0.00%	329,640	62.56
2. Declare a final dividend	152,875,339	96.71%	5,207,419	3.29%	211,034	62.60
3. Appoint Richard Longdon	156,049,153	98.71%	2,031,997	1.29%	211,142	62.60
4. Re-appoint Chris Clark	149,552,778	94.95%	7,952,313	5.05%	787,201	62.37
5. Re-appoint Natalie Gammon	151,192,674	95.64%	6,891,202	4.36%	208,416	62.60
6. Receive and approve the Report on Directors' Remuneration	58,029,158	42.54%	78,396,850	57.46%	21,866,824	54.03
7. Appoint PwC as auditors	155,964,065	98.65%	2,129,693	1.35%	200,034	62.61
8. Authorise directors to determine auditor remuneration	157,300,423	99.50%	791,537	0.50%	201,832	62.61
9. Authorise directors to allot shares	152,224,030	96.23%	5,960,940	3.77%	107,322	62.64
*10. Authorise directors to disapply pre-emption up to 5%	152,513,313	96.48%	5,567,907	3.52%	211,072	62.60
*11. Authorise directors to dis-apply pre-emption up to a further 5% in connection with acquisition or specified capital investment	152,252,561	96.31%	5,830,659	3.69%	209,072	62.60
*12. Authorise directors to purchase shares	156,399,370	98.95%	1,656,773	1.05%	237,649	62.59

Resolution 6 – Report on Directors' Remuneration

The Board notes that the advisory vote on the Directors' Remuneration Report did not receive the required majority number of votes to pass. Prior to the AGM the Remuneration Committee conducted an extensive consultation with the Company's largest shareholders regarding the Directors' Remuneration Report. The Remuneration Committee values the feedback they have received on the Company's remuneration arrangements and will continue to engage constructively with shareholders.

Notes

- (1) A vote withheld is not a vote in law and is not counted in the calculation of the portion of votes in favour or against a resolution
- (2) *denotes special resolution
- (3) At the date of AGM the issued share capital of the Company is 252,517,420 ordinary shares.