

Harworth Group plc

Results of Annual General Meeting

At its Annual General Meeting held at 11:00 a.m. on Wednesday 24 May 2017 all resolutions in the notice of annual general meeting were passed by the necessary majority on a show of hands.

Details of proxy voting instructions received in advance of the Annual General Meeting are shown in the table below and will be posted on the Company's website, www.harworthgroup.com.

Res. No.	Brief Description	Votes for	%	Votes against	%	Total votes (ex. withheld)	Votes withheld
01	To adopt Annual Report and Financial Statements for FYE 31 December 2016	258,673,735	100%	292	0.00%	258,674,027	1,012
02	To approve final dividend	258,673,401	100%	741	0.00%	258,674,142	897
03	To elect Andrew Cunningham as a director of the Company	258,664,115	100%	2,582	0.00%	258,666,697	8,342
04	To re-elect Jonson Cox as a director of the Company	252,384,713	99.98%	57,564	0.02%	252,442,227	6,232,762
05	To re-elect Owen Michaelson as a director of the Company	258,663,966	100%	2,792	0.00%	258,666,758	8,281
06	To re-elect Andrew Kirkman as a director of the Company	258,664,225	100%	2,163	0.00%	258,666,388	8,651
07	To re-elect Lisa Clement as a director of the Company	258,658,652	100%	5,035	0.00%	258,663,687	11,352
08	To re-elect Anthony Donnelly as a director of the Company	258,644,483	99.99%	22,217	0.01%	258,666,700	8,339
09	To re-elect Steven Underwood as a director of the Company	252,414,958	97.58%	6,252,059	2.42%	258,667,017	8,022
10	To re-elect Martyn Bowes as a director of the Company	258,663,352	100%	3,045	0.00%	258,666,397	5,611
11	To approve the Directors' Remuneration Report	258,815,879	99.95%	126,444	0.05%	258,645,323	29,716
12	To approve the re-appoint of PricewaterhouseCoopers LLP as auditors	258,656,366	100%	10,692	0.00%	258,667,058	7,981
13	To authorise the Directors to determine the auditors' remuneration	258,636,948	99.99%	31,722	0.01%	258,668,670	6,369
14	To authorise the Company to make political donations	258,464,551	99.92%	195,050	0.08%	258,659,601	15,438
15	To authorise the Directors to allot shares	258,582,058	99.97%	77,124	0.03%	258,659,182	15,857
16	To authorise the Directors to adopt the Harworth Group plc Save As You Earn Scheme	258,619,622	99.99%	35,714	0.01%	258,655,336	19,703

17	To authorise changes to an existing joint venture arrangement entered into with members of the Peel Group	258,581,123	99.97%	69,421	0.03%	258,650,544	24,495
18	To authorise the disapplication of pre-emption rights	247,324,155	95.62%	11,333,262	4.38%	258,657,417	17,622
19	To authorise the Company to purchase its own shares	258,612,612	99.98%	52,960	0.02%	258,665,572	9,467
20	To authorise the Company to call general meetings at short notice	258,597,582	99.98%	62,482	0.02%	258,660,064	14,975

The number of ordinary shares in issue on 24 May 2017 was 321,496,760 ordinary shares. A vote withheld is not a vote in law and is not counted in the calculation of votes for or against a resolution.