

21 May 2019

## Harworth Group plc

## Results of Annual General Meeting

At its Annual General Meeting held at 2:00 p.m. on Tuesday 21 May 2019 all resolutions in the notice of annual general meeting dated 16 April 2019 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.

Res. No.	Brief Description	Votes for	%	Votes against	%	Total votes (ex. withheld)	Votes withheld
<b>Ordinary resolutions</b>							
01	To adopt the Company's Annual Report and Financial Statements for the financial year ended 31 December 2018	264,079,545	100.00	3,068	0.00	264,082,613	23,194
02	To declare a final dividend of 0.633 pence per ordinary share in respect of the financial year ended 31 December 2018	264,099,008	100.00	1,573	0.00	264,100,581	5,226
03	To elect Ruth Cooke as a director of the Company	264,035,814	99.99	18,631	0.01	264,054,445	51,359
04	To elect Angela Bromfield as a director of the Company	264,066,582	100.00	7,823	0.00	264,074,405	31,399
05	To re-elect Alastair Lyons as a director of the Company	264,035,241	99.98	41,392	0.02	264,076,633	29,174
06	To re-elect Owen Michaelson as a director of the Company	264,055,026	99.99	21,680	0.01	264,076,706	29,101
07	To re-elect Lisa Clement as a director of the Company	264,025,510	99.98	49,031	0.02	264,074,541	31,263
08	To re-elect Anthony Donnelly as a director of the Company	264,018,368	99.98	54,895	0.02	264,073,263	32,544
09	To re-elect Andrew Cunningham as a director of the Company	264,065,314	100.00	8,320	0.00	264,073,634	32,173
10	To re-elect Steven Underwood as a director of the Company	264,056,486	99.99	16,930	0.01	264,073,416	32,391
11	To re-elect Martyn Bowes as a director of the Company	264,041,614	99.99	32,043	0.01	264,073,657	32,150

12	To approve the Directors' Remuneration Report for the financial year ended 31 December 2018	263,888,099	99.93	183,964	0.07	264,072,063	33,744
13	To approve the Directors' Remuneration Policy	258,180,271	99.93	191,584	0.07	258,371,855	5,733,952
14	To re-appoint the Company's auditors	263,996,957	99.96	101,441	0.04	264,098,398	7,409
15	To give authority to the Directors to determine the auditors' remuneration	264,063,368	99.99	35,740	0.01	264,099,108	6,699
16	To authorise political donations	263,882,929	99.93	190,334	0.07	264,073,263	32,544
17	Authority to allot shares	264,003,144	99.98	65,621	0.02	264,068,765	37,042
18	To approve the Company's 2019 Restricted Share Plan	258,329,037	99.99	24,790	0.01	258,353,827	5,751,980
19	To approve the Company's 2019 Share Incentive Plan	264,003,366	99.98	51,299	0.02	264,054,665	51,142
<b>Special Resolutions</b>							
20	Authority to dis-apply pre-emption rights	254,901,960	96.53	9,157,321	3.47	264,059,281	46,526
21	To authorise the Company to purchase its own shares	263,993,088	99.96	98,937	0.04	264,092,025	13,782
22	To reduce notice of general meetings (other than AGM) to 14 clear days	263,610,526	99.81	490,712	0.19	264,101,238	4,569

The number of ordinary shares in issue on 21 May 2019 was 321,508,546 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.