

14 December 2018

**UP Global Sourcing Holdings plc (“the “Company”)**  
**Annual General Meeting (“AGM”) Proxy Voting Results**

At the Annual General Meeting of the Company held today all the resolutions set out in the Notice of Annual General Meeting were passed on a showing of hands.

The following is a summary of the Proxy Forms received up to 48 hours before the time of the General Meeting by the Registrars:

Resolution No.	Resolution	For (No. of shares)	For (%)	Against (No. of shares)	Against (%)	Votes Withheld (No. of shares)
1.	To receive, approve and adopt the Annual Report and Accounts	61,942,103	99.99	2,000	0.01	0
2.	To receive and approve the Directors’ Remuneration Report	61,942,103	99.99	2,000	0.01	0
3.	To approve a final dividend	61,944,103	100.00	0	0.00	0
4.	To re-elect James McCarthy	61,941,611	99.99	2,492	0.01	0
5.	To re-elect Simon Showman	61,941,611	99.99	2,492	0.01	0
6.	To re-elect Andrew Gossage	61,941,611	99.99	2,492	0.01	0
7.	To re-elect Graham Screawn	61,941,611	99.99	2,492	0.01	0
8.	To re-elect Alan Rigby	61,941,611	99.99	2,492	0.01	0
9.	To re-elect Robbie Bell	61,941,611	99.99	2,492	0.01	0
10.	To re-elect Barry Franks	61,941,611	99.99	2,492	0.01	0
11.	To re-appoint BDO LLP as auditor	61,943,611	99.99	492	0.01	0
12.	To authorise the Audit Committee to determine the auditors’ remuneration	61,943,611 <sup>^</sup>	99.99	492 <sup>^</sup>	0.01	0

13.	To approve the Save As You Earn Plan	61,939,611	99.99	4,492	0.01	0
14.	To authorise the Directors to allot shares	61,939,611	99.99	4,492	0.01	0
15.	To approve the disapplication of statutory pre-emption rights *	61,933,817	99.98	10,286	0.02	0
16.	To authorise the buy-back of shares *	61,942,634	99.99	1,469	0.01	0

Independent shareholder votes only:

Resolution No.	Resolution	For (No. of shares)	For (%)	Against (No. of shares)	Against (%)	Votes Withheld (No. of shares)
4.	To re-elect James McCarthy	28,088,211	99.99	2,492	0.01	0
8.	To re-elect Alan Rigby	28,088,211	99.99	2,492	0.01	0
9.	To re-elect Robbie Bell	28,088,211	99.99	2,492	0.01	0

^ including 250 votes which gave the Chairman discretion

\* Special Resolution

Notes:

1. Proxy appointments which gave discretion to the Chairman of the AGM have been included in the "For" total for the appropriate resolution.
2. Votes "For" and "Against" any resolution are expressed as a percentage of votes validly cast for that resolution.
3. A "Vote withheld" is not a vote in law and is not counted in the calculation of the percentage of shares voted "For" or "Against" any resolution nor in the calculation of the proportion of "Total issued share capital instructed" for any resolution.
4. The number of shares in issue at close of business on 13 December 2018 was 82,169,600 (the "Share Capital") and at that time, the Company did not hold any shares in treasury.
5. The full text of the resolutions passed at the AGM can be found in the Notice of Annual General Meeting which is available on the Company's website at [www.upgs.com](http://www.upgs.com).
6. A copy of resolutions 13-16 passed at the AGM will shortly be submitted to the National Storage Mechanism and will be available for inspection at [www.morningstar.co.uk/uk/NSM](http://www.morningstar.co.uk/uk/NSM).

G P Screawn  
Company Secretary