

Zotefoams plc

Result of the 2019 Annual General Meeting

The 2019 Annual General Meeting of Zotefoams plc was held at the offices of Zotefoams plc, 675 Mitcham Road, Croydon CR9 3AL on 15 May 2019.

Proxy votes were received from shareholders in respect of 27,251,142 ordinary shares amounting to 56.4% of the issued share capital. The total number of ordinary shares in issue in relation to the AGM is 48,301,234.

All resolutions put to the meeting were passed on a show of hands. The proxy votes cast in respect of the resolutions received prior to the meeting were as follows:

| Resolution | | For | Against | Discretion | Votes Withheld |
|------------|---|------------|---------|------------|----------------|
| 1. | To receive the Annual Report of the Company for the year ended 31 December 2018. | 27,244,427 | 0 | 6,715 | 0 |
| 2. | To approve the Annual Statement by the Chair of the Remuneration Committee and the Annual Report on Remuneration. | 27,220,976 | 21,598 | 6,068 | 2,500 |
| 3. | To declare a final dividend of 4.15 pence per ordinary share. | 27,244,427 | 0 | 6,715 | 0 |
| 4. | To re-elect S P Good as a Director. | 26,300,729 | 942,516 | 6,715 | 1,181 |
| 5. | To re-elect D B Stirling as a Director. | 27,243,074 | 1,353 | 6,715 | 0 |
| 6. | To re-elect G C McGrath as a Director. | 27,244,427 | 0 | 6,715 | 0 |
| 7. | To re-elect A C Bromfield as a Director. | 27,225,884 | 18,543 | 6,715 | 0 |
| 8. | To re-elect D G Robertson as a Director. | 27,225,884 | 18,543 | 6,715 | 0 |
| 9. | To re-elect J D Carling as a Director. | 27,224,531 | 19,896 | 6,715 | 0 |
| 10. | To re-appoint PricewaterhouseCoopers LLP as Auditors of the Company. | 27,117,010 | 3,235 | 9,715 | 121,181 |
| 11. | To authorise the Audit Committee to determine the Auditors' remuneration. | 27,242,045 | 1,882 | 4,715 | 2,500 |
| 12. | To authorise the Directors to allot shares. | 27,108,924 | 135,503 | 6,715 | 0 |
| 13. | To authorise the Directors to allot equity securities for cash. | 27,228,324 | 15,503 | 6,715 | 600 |
| 14. | To authorise the Directors, in addition to resolution 13, to allot further equity securities for financing (and refinancing) purposes only. | 27,108,495 | 135,331 | 6,715 | 600 |

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|------------|---|------------|---------|-------|---|
| 15. | To authorise market purchases of shares. | 27,229,083 | 15,343 | 6,715 | 0 |
| 16. | That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice. | 26,797,148 | 447,279 | 6,715 | 0 |

Resolutions 1 to 12 inclusive were passed as ordinary resolutions and resolutions 13 to 16 inclusive were passed as special resolutions.

Further details of the resolutions (including the text of the resolutions) are given in the Notice of the 2019 Annual General Meeting which is at the rear of the 2018 Annual Report and which is also available on the Company's website.

James Adams
Interim Company Secretary
15 May 2019