

15 December 2017

**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	73,074,681	100%	0	0.00%	60,940
2.	To receive and approve the Directors’ Remuneration Report	73,054,625	99.89%	80,996	0.11%	0
3.	To approve the Directors’ Remuneration Policy	73,106,164	99.97%	21,605	0.03%	7,852
4.	To approve a final dividend	73,135,621	100%	0	0.00%	0
5.	To re-elect James McCarthy	71,174,284	99.92%	57,788	0.08%	1,903,549
6.	To re-elect Simon Showman	71,227,072	99.99%	5,000	0.01%	1,903,549
7.	To re-elect Andrew Gossage	71,227,072	99.99%	5,000	0.01%	1,903,549
8.	To re-elect Graham Screawn	71,227,072	99.99%	5,000	0.01%	1,903,549
9.	To re-elect Alan Rigby	71,227,072	99.99%	5,000	0.01%	1,903,549
10.	To re-elect Robbie Bell	71,223,302	99.99%	8,770	0.01%	1,903,549
11.	To re-elect Barry Franks	71,214,016	99.97%	18,056	0.03%	1,903,549
12.	To re-appoint BDO LLP as auditor	71,221,016	99.99%	3,769	0.01%	1,910,836

13.	To authorise the Audit Committee to determine the auditors' remuneration	73,135,129	100%	492	0.00%	0
14.	To approve the Performance Share Plan	73,109,221	99.97%	18,548	0.03%	7,852
15.	To authorise the Directors to allot shares	73,130,621	99.99%	5,000	0.01%	0
16.	To approve the disapplication of statutory pre-emption rights *	71,229,072	97.40%	1,905,000	2.60%	1,549
17.	To authorise the buy-back of shares *	73,122,565	99.98%	13,056	0.02%	0

Independent shareholder votes only:

Resolution No.	Resolution	For (No. of shares)	For (%)	Against (No. of shares)	Against (%)	Votes Withheld (No. of shares)
5.	To re-elect James McCarthy	34,320,884	99.83%	57,788	0.17%	1,903,549
9.	To re-elect Alan Rigby	34,373,672	99.99%	5,000	0.01%	1,903,549
10.	To re-elect Robbie Bell	34,369,902	99.97%	8,770	0.03%	1,903,549

\* 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 2017 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 15-17 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