

13 December 2019

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	59,925,920	100	0	0	2,000
2.	To receive and approve the Directors’ Remuneration Report	59,925,599	99.99	2,321	0.01	0
3.	To approve a final dividend	59,927,920	100	0	0	0
4.	To re-elect James McCarthy	59,925,920	99.99	2,000	0.01	0
5.	To re-elect Simon Showman	59,925,920	99.99	2,000	0.01	0
6.	To re-elect Andrew Gossage	59,925,920	100	0	0	2,000
7.	To re-elect Graham Screawn	59,925,920	99.99	2,000	0.01	0
8.	To re-elect Alan Rigby	59,925,920	100	0	0	2,000
9.	To re-elect Robbie Bell	59,925,920	100	0	0	2,000
10.	To re-elect Barry Franks	59,925,920	100	0	0	2,000
11.	To re-appoint BDO LLP as auditor	59,927,920	100	0	0	0
12.	To authorise the Audit Committee to determine the auditors’ remuneration	59,927,920	100	0	0	0

13.	To authorise the Directors to allot shares	59,927,920	100	0	0	0
14.	To approve the disapplication of statutory pre-emption rights *	59,910,624	99.97	17,296	0.03	0
15.	To authorise the buy-back of shares *	59,917,670	99.98	10,250	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)
4.	To re-elect James McCarthy	26,072,520	99.99	2,000	0.01	0
8.	To re-elect Alan Rigby	26,072,520	100	0	0	2,000
9.	To re-elect Robbie Bell	26,072,520	100	0	0	2,000

* 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 12 December 2019 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.
6. A copy of resolutions 13-15 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.

G P Screawn
Company Secretary