

11 December 2020

UP Global Sourcing Holdings plc (“the “Company”)

Annual General Meeting (“AGM”) 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 put to the meeting and approved on a poll and the results are detailed below:

Resolution No.	Resolution	Number of votes for	For (%)	Number of votes against	Against (%)	Number of votes withheld
1.	To receive, approve and adopt the Annual Report and Accounts	61,025,884	100	-	-	2,290
2.	To receive and approve the Directors’ Remuneration Report	60,619,475	99.37	381,321	0.63	27,378
3.	To approve the directors’ remuneration policy	60,615,515	99.37	381,321	0.63	31,338
4.	To approve a final dividend	61,028,174	100	-	-	-
5.	To re-elect James McCarthy	61,024,214	100	-	-	3,960
6.	To re-elect Simon Showman	61,024,214	100	-	-	3,960
7.	To re-elect Andrew Gossage	61,024,214	100	-	-	3,960
8.	To re-elect Graham Screawn	61,023,714	100	-	-	4,460
9.	To re-elect Alan Rigby	61,023,714	100	-	-	4,460
10.	To re-elect Robbie Bell	61,023,714	100	-	-	4,460
11.	To elect Jill Easterbrook	61,023,424	100	-	-	4,750
12.	To elect Christine Adshead	61,022,924	100	-	-	5,250

13.	To re-appoint BDO LLP as auditor	61,023,424	100	-	-	4,750
14.	To authorise the Audit Committee to determine the auditors' remuneration	61,027,384	100	-	-	790
15.	To allow RBC to acquire and/ or hold up to 10% of the Company's issued share capital	61,015,884	100	-	-	12,290
16.	To authorise the directors to allot shares	61,013,714	99.99	3,960	0.01	10,500
17.	To approve the disapplication of statutory pre-emption rights *	60,623,650	99.35	399,274	0.65	5,250
18.	To authorise the buy-back of shares *	61,024,742	99.99	3,432	0.01	-

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	27,170,814	100	-	-	3,960
9.	To re-elect Alan Rigby	27,170,314	100	-	-	4,460
10.	To re-elect Robbie Bell	27,170,314	100	-	-	4,460
11.	To re-elect Jill Easterbrook	27,170,024	100	-	-	4,750
12.	To re-elect Christine Adshead	27,169,524	100	-	-	5,250

* 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 10 December 2020 was 82,169,600 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 16-18 passed at the AGM will shortly be submitted to the National Storage Mechanism and will be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>

G P Screawn
Company Secretary