



# ESSENTRA

## Essentra plc Annual General Meeting

Essentra plc (the 'Company') held its Annual General Meeting of its shareholders on, Thursday 23 April 2015 at 12 noon. The proxy voting figures received are shown below.

No. Resolution

**1 To receive and adopt the accounts for the year ended 31 December 2014, the Reports of the Directors, the Report of the Auditor and the Strategic Report thereon**

Votes for/discretionary	227,590,904	99.95%
Votes against	120,000	0.05%
Total votes cast	227,710,904	100.0%
Votes withheld	53,046	

**2 To receive and adopt the Report of the Remuneration Committee Chairman's Letter and the Annual Report on Remuneration for the year ended 31 December 2014**

Votes for/discretionary	224,009,975	99.16%
Votes against	1,893,395	0.84%
Total votes cast	225,903,370	86.34%
Votes withheld	1,860,580	

**3 To receive and approve the Directors' Remuneration Policy Report for the year ended 31 December 2014**

Votes for/discretionary	221,255,329	97.16%
Votes against	6,464,266	2.84%
Total votes cast	227,719,595	100.0%
Votes withheld	46,194	

**4 To declare a final dividend for the year ended 31 December 2013 of 12.6p per ordinary share**

Votes for/discretionary	227,721,375	100.0%
Votes against	2,037	0.0%
Total votes cast	227,723,412	100.0%
Votes withheld	42,377	

**5 To re-elect Jeff Harris as a Director of the Company**

Votes for/discretionary	225,285,561	98.93%
Votes against	2,431,704	1.07%
Total votes cast	227,717,265	100.0%
Votes withheld	48,524	

<b>6</b>	<b>To re-elect Colin Day as a Director of the Company</b>		
	Votes for/discretionary	225,892,723	99.58%
	Votes against	962,934	0.42%
	Total votes cast	226,855,657	100.0%
	Votes withheld	910,132	
<b>7</b>	<b>To re-elect Matthew Gregory as a Director of the Company</b>		
	Votes for/discretionary	226,914,670	99.65%
	Votes against	799,651	0.35%
	Total votes cast	227,714,321	100.0%
	Votes withheld	51,468	
<b>8</b>	<b>To re-elect Terry Twigger as a Director of the Company</b>		
	Votes for/discretionary	227,055,349	99.71%
	Votes against	657,072	0.29%
	Total votes cast	227,712,421	100.0%
	Votes withheld	53,368	
<b>9</b>	<b>To re- elect Peter Hill as a Director of the Company</b>		
	Votes for/discretionary	227,053,842	99.71%
	Votes against	658,243	0.29 %
	Total votes cast	227,712,085	100.0%
	Votes withheld	53,704	
<b>10</b>	<b>To re- elect Lorraine Trainer as a Director of the Company</b>		
	Votes for/discretionary	227,052,531	99.71%
	Votes against	664,309	0.29%
	Total votes cast	227,716,840	100.0%
	Votes withheld	48,949	
<b>11</b>	<b>To re-appoint KPMG LLP as the Company's auditor</b>		
	Votes for/discretionary	224,830,863	98.73%
	Votes against	2,887,213	1.27%
	Total votes cast	227,718,076	100.0%
	Votes withheld	45,874	
<b>12</b>	<b>To authorise the Directors to fix the Auditor's remuneration</b>		
	Votes for/discretionary	227,121,500	99.74%
	Votes against	596,469	0.26%
	Total votes cast	227,717,969	100.0%
	Votes withheld	45,981	
<b>13</b>	<b>To approve the new rules of the Essentra Long-Term Incentive Plan</b>		
	Votes for/discretionary	219,224,688	96.96%
	Votes against	6,877,161	3.04%
	Total votes cast	226,101,849	100.0%
	Votes withheld	1,662,101	

- 14 To authorise the Directors until the end of the next year's AGM, to allot unissued shares in the Company,**  
**(i) up to an aggregate nominal amount of £21,773,455**  
**(ii) up to an aggregate nominal amount of £43,546,910 in connection with an offer by way of a rights issue:**

Votes for/discretionary	219,946,327	96.59%
Votes against	7,758,011	3.41%
Total votes cast	227,704,338	100.0%
Votes withheld	59,612	

- 15 To authorise the Directors, to modify pre-emption rights of shareholders, in connection with the authority to allot unissued shares given to Directors in Resolution 14**

Votes for/discretionary	221,666,734	99.65%
Votes against	770,127	0.35%
Total votes cast	222,436,861	100.0%
Votes withheld	5,328,928	

- 16 To authorise the Company, within certain limits, to purchase its own shares in the market**

Votes for/discretionary	227,145,391	99.75%
Votes against	561,074	0.25%
Total votes cast	227,706,465	100.0%
Votes withheld	51,229	

- 17 To alter the Company's Articles of Association**

Votes for/discretionary	227,671,550	99.99%
Votes against	14,791	0.01%
Total votes cast	227,686,341	100.0%
Votes withheld	79,448	

- 18 To adopt that a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice**

Votes for/discretionary	220,476,293	96.82%
Votes against	7,246,097	3.18%
Total votes cast	227,722,390	100.0%
Votes withheld	43,399	

Number of shareholders at meeting date:	12
Issued share capital at meeting date:	264,129,170 ordinary shares of 25p each
Total number of voting rights	261,632,592
Number of votes per share:	1

All the Resolutions proposed at the Meeting as set out in the Notice of Meeting (a copy of which is available at [www.essentra.com](http://www.essentra.com) ) were passed on a poll.

The Resolutions passed have been submitted to the National Storage Mechanism and will shortly be available for inspection at <http://www.morningstar.co.uk/uk/NSM>

Name of contact and telephone number for queries

Jon Green

Company Secretary

Telephone: 01908 359 100

Name of authorised company official responsible for making this notification

Jon Green, Company Secretary

23 April 2015