

## Morgan Advanced Materials plc

### RESULTS OF ANNUAL GENERAL MEETING

Morgan Advanced Materials plc confirms that all resolutions set out in the notice of its 2015 Annual General Meeting were duly passed by the requisite number of shareholders on a poll, at the meeting held on 8 May 2015.

The poll results of each resolution are set out below. 15 shareholders were at the meeting. The number of the Company's Ordinary shares carrying the right to vote at the meeting was 285,369,988. Each share carried one vote.

Resolution	Votes For (see note 1)		Votes Against (see note 1)		Votes Withheld (see note 2)	Total Votes Cast (excl. withheld votes)	% of total issued share capital voted (excl. withheld votes)
	Number of shares	% of total voted	Number of shares	% of total voted			
1. To receive the audited accounts and the auditor's and Directors' reports for the year ended 31 December 2014	232,405,179	99.98	44,728	0.02	15,999	232,449,907	81.46
2. To approve the Directors' remuneration report for the year ended 31 December 2014	132,075,942	57.36	98,183,837	42.64	2,226,102	230,259,779	80.69
3. To declare a final dividend of 7.0 pence per Ordinary share	232,451,360	99.99	12,315	0.01	2,231	232,463,675	81.46
4. To re-elect Andrew Shilston as a Director	229,763,260	98.85	2,669,753	1.15	32,893	232,433,013	81.45
5. To re-elect Douglas Caster as a Director	232,058,651	99.84	371,956	0.16	35,299	232,430,607	81.45
6. To re-elect Kevin Dangerfield as a Director	231,958,244	99.80	475,475	0.20	32,187	232,433,719	81.45
7. To re-elect Andrew Hosty as a Director	231,942,674	99.79	491,045	0.21	32,187	232,433,719	81.45
8. To re-elect Victoire de Margerie as a Director	232,198,062	99.90	236,483	0.10	31,461	232,434,545	81.45
9. To re-elect Andrew Reynolds Smith as a Director	232,211,396	99.91	214,180	0.09	40,330	232,425,576	81.45
10. To re-elect Rob Rowley as a Director	232,195,131	99.90	228,575	0.10	42,200	232,423,706	81.45
11. To reappoint KPMG LLP as auditor of the Company	228,260,341	98.27	4,022,008	1.73	203,532	232,282,349	81.40
12. To authorise the Directors to determine the auditor's remuneration	232,394,291	99.99	26,833	0.01	44,782	232,421,124	81.45
13. To authorise the Company and its subsidiaries to make political donations	230,225,549	99.06	2,180,139	0.94	60,218	232,405,688	81.44

14. To authorise the Directors to allot shares	229,863,251	99.00	2,326,267	1.00	276,388	232,189,518	81.36
15.* To empower the Directors to disapply pre-emption rights	231,659,184	99.66	783,542	0.34	23,180	232,442,726	81.45
16.* To enable the Company to convene a general meeting (other than AGMs) on 14 days' notice	222,945,613	95.91	9,496,985	4.09	23,308	232,442,598	81.45

The Company has always been proactive in engaging with its major shareholders, as well as discussing and considering issues raised by shareholders at its AGMs. Noting the outcome of the vote on the Directors' remuneration report (resolution 2) this year, the Remuneration Committee has undertaken to contact major shareholders to identify their concerns, and the Board will then consider how best to address them.

In accordance with Listing Rule 9.6.2, copies of the resolutions passed by Morgan Advanced Materials plc shareholders concerning items other than ordinary business have been submitted to the National Storage Mechanism and will shortly be available for inspection at [www.morningstar.co.uk/uk/NSM](http://www.morningstar.co.uk/uk/NSM).

Notes:

1. Votes "for" and "against" are expressed as a percentage of votes received. Votes "for" include those at the Chairman's discretion.
  2. Votes "withheld" are not votes in law and, therefore, have not been included in the calculation of the proportion of votes "for" or "against" a resolution.
- \* Indicates special resolution.

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