

# Synectics plc

ANNUAL GENERAL MEETING - 27 April 2016

FINAL PROXIES

Proxy Count

As at 25 April 2016 - total votes

Total votes cast = 7,060,536

% of issued share capital = 39.68

Number	Resolution	In Favour			Discretion			Against			Withheld	
		Votes	% of votes cast	Holders	Votes	% of votes cast	Holders	Votes	% of votes cast	Holders	Votes	Holders
1	Accounts	6,336,771	99.63%	60	23,815	0.37%	13	-	0.00%	0	699,950	2
2	Dividend	6,338,547	99.65%	62	22,039	0.35%	11	-	0.00%	0	699,950	2
3	PM Rae	6,336,734	99.62%	60	22,082	0.35%	12	1,770	0.03%	1	699,950	2
4	MJ Stilwell	6,336,734	99.62%	60	22,082	0.35%	12	1,770	0.03%	1	699,950	2
5	MJ Butler	6,336,734	99.62%	60	22,082	0.35%	12	1,770	0.03%	1	699,950	2
6	Auditor re-appointment	6,336,525	99.62%	59	22,039	0.35%	11	1,770	0.03%	1	700,202	4
7	Auditor remuneration	6,319,061	99.37%	57	39,523	0.62%	14	232	0.01%	1	701,720	3
8	Authority to allot shares	6,318,156	89.51%	51	39,523	0.56%	14	700,688	9.93%	5	2,169	5
9	Pre-emption rights	6,318,455	99.37%	53	18,253	0.29%	14	21,845	0.34%	3	701,983	5
10	Authority to buy shares	6,320,106	99.37%	54	39,523	0.62%	14	694	0.01%	3	700,213	4
11	Remuneration Committee's Report	6,318,255	99.37%	53	39,523	0.62%	14	732	0.01%	2	702,026	6

## Notes to disclosure

- Where shareholders have appointed the Chairman of the meeting as their proxy with discretion as to voting, those votes have been cast in favour of all resolutions. It should be noted that the appointment of a proxy is not an unequivocally precise indicator of the way that the shareholder would have voted on a poll, it merely reflects their intention at the time the instruction was given. Voting instructions can be changed at any time prior to a poll being completed, and a shareholder having lodged a proxy appointment, is still entitled to attend the meeting and, having heard / participated in the debate, vote their shares as they see fit.
- A vote withheld is not a vote in law and is not counted in the calculation of the proportion of votes "for" and "against" a resolution.