

**DE LA RUE PLC**  
**RESULTS OF ANNUAL GENERAL MEETING**

The Annual General Meeting (the “AGM”) of De La Rue plc (“De La Rue” or the “Company”) was held today, 25 July 2019, at 10:30am at De La Rue House, Jays Close, Viables, Basingstoke, Hampshire RG22 4BS.

All resolutions proposed at the AGM were decided on a poll and were passed. There were 5,337 shareholders on the register as at 25 July 2019. The issued share capital was 103,844,206 ordinary shares of 44 152/175p each and the total number of voting rights in respect of these ordinary shares was 103,844,206, each ordinary share carrying one vote.

The final poll voting figures are shown in the table below and are also available on the De La Rue plc website at [www.delarue.com](http://www.delarue.com).

**Poll Voting Figures**

No.	Resolution	Votes For (Including Discretionary)	%	Votes Against	%	Total Votes Cast (Excluding Withheld)	Total Votes Cast as a % of issued share capital (Excluding Withheld)	No. of Votes Withheld*
<b>Ordinary Resolutions</b>								
1.	Receive the strategic report, the directors’ report and the financial statements of the Company, together with the report of the auditor	82,266,055	99.97	27,861	0.03	82,293,916	79.25	145,282
2.	Approve the directors’ remuneration report	42,846,302	51.99	39,571,106	48.01	82,417,408	79.37	20,311
3.	Declare a final dividend	82,418,266	99.99	6,401	0.01	82,424,667	79.37	15,527
4.	Elect Helen Willis	82,184,412	99.72	229,152	0.28	82,413,564	79.36	26,630
5.	Re-elect Nick Bray	82,055,349	99.56	358,929	0.44	82,414,278	79.36	25,916
6.	Re-elect Sabri Challah	74,669,354	90.60	7,744,554	9.40	82,413,908	79.36	26,286
7.	Re-elect Maria da Cunha	82,034,219	99.54	376,654	0.46	82,410,873	79.36	26,566
8.	Re-elect Philip Rogerson	74,582,326	91.17	7,224,978	8.83	81,807,304	78.78	632,614
9.	Re-elect Andrew Stevens	81,993,477	99.50	415,557	0.50	82,409,034	79.36	31,160
10.	Re-elect Martin Sutherland	79,359,529	96.28	3,062,005	3.72	82,421,534	79.37	18,660
11.	Re-appoint Ernst and Young LLP as auditor	82,381,126	99.96	36,675	0.04	82,417,801	79.37	21,398
12.	Authorise the Directors to determine the auditor’s remuneration	82,396,961	99.97	24,359	0.03	82,421,320	79.37	18,874
13.	Authorise the Directors to allot shares	81,083,715	98.41	1,307,451	1.59	82,391,166	79.34	45,929
14.	Authorise political donations and political expenditure	76,565,947	92.95	5,810,430	7.05	82,376,377	79.33	53,628
<b>Special Resolutions</b>								
15.	Authorise the Directors to allot shares as if s561 of the Companies Act did not apply	82,198,986	99.76	194,027	0.24	82,393,013	79.34%	46,086

16.	Authorise the Directors to allot additional shares as if s561 of the Companies Act did not apply	70,692,988	85.80	11,703,746	14.20	82,396,734	79.35	42,364
17.	Authorise the Company to make market purchases of its own shares	82,184,386	99.74	217,586	0.26	82,401,972	79.35	37,126
18	That a general meeting may be called on not less than 14 clear days' notice	69,892,261	84.78	12,542,629	15.22	82,434,890	79.38	4,208

*\*A vote 'Withheld' is not a vote in law and has not been counted in the calculation of proportion of votes 'For' and 'Against' a resolution.*

The Board is pleased to note that that all resolutions passed and the majority of resolutions received overwhelming support from shareholders, but is disappointed with the lower level of support received for the advisory vote on our Remuneration Report for the year ended 30 March 2019 (resolution 2). In recent years, both the Remuneration Report and our Remuneration Policy have received strong shareholder support.

De La Rue is committed to a policy of proactive and open communication with shareholders as a whole. Over recent weeks, the Company has engaged extensively with our institutional shareholders and proxy advisers to discuss their questions and concerns, and to understand the reasoning behind the decision of those shareholders who did not support the Remuneration Report. Through that engagement, we understand that shareholders have been motivated by different and sometimes contrasting factors in reaching their decisions. Those include the recommendation by the proxy agency ISS to vote against our Remuneration Report, although we note that the proxy agencies PIRC and Glass Lewis both recommended that shareholders vote in favour of the resolution.

The Company is committed to continuing to engage with shareholders to further understand and determine how best to address their concerns. The Remuneration Committee will seek shareholder views as the Company develops the new Directors' Remuneration Policy which will be put forward for approval at the 2020 AGM in line with our usual cycle for renewal.

An update on shareholder views and actions taken by the Company, in accordance with the UK Corporate Governance Code, will be published within the next six months and included in the Company's 2020 Annual Report and Accounts.

In accordance with Listing Rule 9.6.2, copies of the resolutions that do not constitute ordinary business at an annual general meeting will be submitted to the National Storage Mechanism and will then be available for inspection at [www.morningstar.co.uk/uk/nsm](http://www.morningstar.co.uk/uk/nsm).

De La Rue plc's LEI code is 213800DH741LZWIJXP78.

Ed Peppiatt  
Company Secretary  
25 July 2019