

Keywords Studios plc
2016 Annual General Meeting

Result of AGM

The Annual General Meeting of Keywords Studios plc was held at the offices of MHP Communications, 6 Agar Street, London, WC2N 4HN on 26 May 2016 at 11.30am.

All 12 resolutions put to members were passed on a poll. Resolutions 1 to 11 were passed as ordinary resolutions and resolution 12 was passed as a special resolution.

The number of votes lodged by proxy for and against each of the resolutions proposed, and the number of votes withheld was as follows:

Resolution	Votes for	%	Votes against	%	Votes withheld
1 To receive the accounts of the Company for the financial year ended 31 December 2015, together with the directors' report, the directors' remuneration report and the auditor's report on those accounts and that part of the directors' remuneration report which is required to be audited.	29,515,963	100.00	0	0.00	676,850
2 To approve the Directors' Remuneration Report, in the form set out in the Company's Annual Report and Accounts 2015, for the financial year ended 31 December 2015.	20,731,711	76.84	6,249,537	23.16	3,211,565
3 That a final dividend for the year ended 31 December 2015 of 0.81 pence per ordinary share of one pence each in the capital of the Company ("Ordinary Share") payable on 23 June 2016 to shareholders who are on the register of members of the Company on 3 June 2016 be declared.	21,515,963	100.00	0	0.00	676,850
4 To re-elect Ross Graham as a director of the Company.	29,515,963	100.00	0	0.00	676,850
5 To re-elect Andrew Lawton as a director of the Company.	29,515,963	100.00	0	0.00	676,850
6 To re-elect Andrew Day as a director of the Company.	29,515,963	100.00	0	0.00	676,850
7 To re-elect David Reeves as a director of the Company.	29,515,963	100.00	0	0.00	676,850
8 To re-elect Giorgio Guastalla as a director of the Company.	29,595,963	100.00	0	0.00	676,850
9 To appoint BDO as auditor of the Company to hold office until the conclusion of the next general meeting at which the accounts of the Company are laid.	29,515,963	100.00	0	0.00	676,850
10 To authorise the directors of the Company to determine the auditor's	28,944,663	100.00	0	0.00	1,248,150

Resolution	Votes for	%	Votes against	%	Votes withheld
remuneration for the ensuing year.					
11 The directors be and they are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 ("Act"), to exercise all powers of the Company to allot shares in the Company, and grant rights to subscribe for or to convert any security into shares of the Company.	29,515,963	98.55	0	0.00	676,850
12 That the directors of the Company be and are hereby empowered pursuant to section 570 of the Companies Act 2006 (as amended) (the "Act") to allot equity securities.	29,515,963	97.76	676,850	2.24	0

As at May 26, there were 53,893,205 ordinary shares in issue. Shareholders are entitled to one vote per share. Votes withheld are not votes in law and so have not been included in the calculation of the proportion of votes for and against a resolution.