

Keywords Studios plc
2017 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 25 May 2017 at 14.30am.

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 2016, 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.	25,248,683	100.00	0	0.00	0
2 To approve the Directors' Remuneration Report, in the form set out in the Company's Annual Report and Accounts 2016, for the financial year ended 31 December 2016.	24,541,021	97.20	707,662	2.80	0
3 That a final dividend for the year ended 31 December 2017 of 0.89 pence per ordinary share of one pence each in the capital of the Company ("Ordinary Share") payable on 23 June 2017 to shareholders who are on the register of members of the Company on 2 June 2017 be declared.	25,248,683	100.00	0	0.00	0
4 To re-elect Ross Graham as a director of the Company.	25,248,683	100.00	0	0.00	0
5 To elect David Broderick as a director of the Company.	24,302,853	96.25	945,830	3.75	0
6 To re-elect Andrew Day as a director of the Company.	24,946,483	98.80	302,200	1.20	0
7 To re-elect David Reeves as a director of the Company.	25,248,683	100.00	0	0.00	0
8 To re-elect Giorgio Guastalla as a director of the Company.	24,302,853	96.25	945,830	3.75	0
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.	25,247,683	99.99	1,000	0.01	0
10 To authorise the directors of the Company to determine the auditor's remuneration for the ensuing year.	25,247,683	99.99	1,000	0.01	0

Resolution	Votes for	%	Votes against	%	Votes withheld
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.	25,184,651	99.75	64,032	0.25	0
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.	23,710,569	93.91	1,537,864	6.09	250

As at May 25, there were 55,787,994 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.