

XLMedia Plc

2020 Annual General Meeting – Official Results

Held 27 May 2020 at 10:00am (UK Time) in Cyprus

Resolution (No. as noted on proxy form)	Total For (i)		Total Against		Withheld (ii)
	No. of votes	% of vote	No. of votes	% of vote	No. of votes
<b>Resolution 1:</b> Receive Annual Report and Accounts	61,553,695	99.98%	15,040	0.02%	390,327
<b>Resolution 2:</b> That Mr. Stuart Simms be re-appointed as a director of the Company	60,909,563	98.31%	1,049,499	1.69%	0
<b>Resolution 3:</b> That Mr. Christopher Bell be re-appointed as a director of the Company	58,225,013	97.05%	1,768,586	2.95%	1,965,463
<b>Resolution 4:</b> That Mr. Richard Rosenberg be re-appointed as a director of the Company	58,225,013	93.97%	3,734,049	6.03%	0
<b>Resolution 5:</b> That Mr. Ory Weihs be re-appointed as a director of the Company	60,733,794	98.02%	1,225,268	1.98%	0
<b>Resolution 6:</b> Reappointment of Kost Forer Gabbay and Kasiere as auditors of the Company	61,748,399	99.66%	210,663	0.34%	0

Resolution (No. as noted on proxy form)	Total For (i)		Total Against		Withheld (ii)
	No. of votes	% of vote	No. of votes	% of vote	No. of votes
<b>Resolution 7:</b> To authorise the Directors to agree the remuneration of the auditors of the Company	61,728,399	99.63%	230,663	0.37%	0
<b>Resolution 8:</b> Authority to issue shares	61,912,853	99.93%	46,209	0.07%	0
<b>Resolution 10:</b> Disapplication of pre-emption rights (iii)	61,753,156	99.68%	197,561	0.32%	8,345
<b>Resolution 11:</b> Authorities for the Company to purchase its own Ordinary Shares (iii)	61,902,102	99.94%	36,960	0.06%	20,000

*Resolution 9 set out in the notice of the AGM which concerned the approval of a new long term incentive plan was withdrawn and not considered at the meeting to allow further discussions with shareholders. The Company expects to convene an extraordinary general meeting to consider the plan in due course when it has completed these discussions.*

**Notes:**

- (i) The "For" proxy vote includes those giving the Chairman discretion
- (ii) A vote "Withheld" is not a vote in law and is not included in the proxy votes "For" or "Against" the resolution
- (iii) Special resolution