

Vp plc Annual General Meeting – 1 September 2011

Further to the AGM Statement on 1 September 2011 which confirmed that all resolutions were duly passed. All resolutions were passed on a show of hands. A breakdown of proxy votes lodged prior to the AGM is set out below:

Resolution	In Favour		Discretionary		Against		Withheld Votes
	Votes	%*	Votes	%*	Votes	%*	
1. To receive the Directors' Report and Financial Statements for the year ended 31 March 2011 and the Auditor's Report contained therein.	32,201,487	99.969	8,365	0.026	1,500	0.005	0
2. To declare a final dividend of 7.7 pence per ordinary share.	32,202,987	99.974	8,365	0.026	0	0	0
3. To re-appoint J F G Pilkington as a Director.	29,705,693	94.547	8,365	0.027	1,704,825	5.426	792,469
4. To re-appoint S Rogers as a Director.	31,463,235	97.679	8,365	0.026	739,335	2.295	417
5. To re-appoint A M Bainbridge as a Director.	32,142,221	99.937	8,365	0.026	11,853	0.037	48,913
6. To re-appoint P W Parkin as a Director.	29,711,243	92.379	8,365	0.026	2,442,731	7.595	48,913
7. To re-appoint KPMG Audit Plc as Auditors.	32,179,695	99.902	8,365	0.026	23,292	0.072	0
8. To authorise the Directors to agree the Auditors' remuneration.	32,199,324	99.963	8,365	0.026	3,663	0.011	0
9. To approve the Remuneration Report.	29,337,965	91.087	7,165	0.022	2,863,495	8.891	2,727
10. To approve the authority to allot shares.	32,192,393	99.941	7,165	0.022	11,794	0.037	0
11. To approve the disapplication of pre-emption rights	32,192,393	99.950	7,165	0.022	9,067	0.028	2,727
12. To approve the authority for the purchase of own shares.	32,184,072	99.915	7,165	0.022	20,115	0.063	0

*Percentage of votes cast excludes Withheld Votes.

Total number of votes cast by proxy : 32,211,352

The issued share capital was 46,185,000 ordinary shares of which 1,267,000 are held as treasury shares.