

Calisen plc (the 'Company')
Results of Annual General Meeting ('AGM')
4 June 2020

The Company is pleased to announce that at the AGM held earlier today, shareholders passed each of the ordinary and special resolutions by the requisite majorities on a poll. To comply with Government guidelines on social distancing the meeting was held with the minimum quorum of two shareholders. The full text of each resolution is contained in the Notice of AGM, which is available on the Company's website at <https://www.calisen.com/investors/shareholder-information/aggm/>

The total number of votes cast for each resolution is set out in the table below. Resolutions 1 to 14 (inclusive) are ordinary resolutions and resolutions 15 to 18 (inclusive) are special resolutions. As the Company has a controlling shareholder, the Listing Rules require the election of any independent director by shareholders to be approved by a majority of both:

- a) the shareholders of the Company; and
- b) the independent shareholders of the Company (that is, the shareholders who are not controlling shareholders).

Therefore for resolutions 3, 6, 7 and 8, in addition to counting the votes cast by all shareholders in favour of each resolution, we have also separately counted the votes cast by independent shareholders in favour of each resolution to determine whether the relevant majorities have been achieved. Those votes are shown in a separate table below.

| Resolution Name | Number of Votes For (including Chair's Discretionary Votes) | % of Votes For | Number of Votes Against | % of Votes Against | Total Votes Cast (excluding withheld) | Number of Votes Withheld | % of Votes Withheld |
|--------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|----------------|-------------------------|--------------------|---------------------------------------|--------------------------|---------------------|
| 1 To receive audited financial statements of Calisen Group Holdings Limited | 462,793,019 | 100.00 | 0 | 0.00 | 462,793,019 | 0 | 0.00 |
| 2 To approve the Directors' remuneration policy | 461,251,051 | 99.67 | 1,537,768 | 0.33 | 462,788,819 | 4,200 | 0.00 |
| 3 To elect Dr. Philip Nolan | 462,793,019 | 100.00 | 0 | 0.00 | 462,793,019 | 0 | 0.00 |
| 4 To elect Henricus Lambertus Pijls | 460,946,973 | 99.60 | 1,846,046 | 0.40 | 462,793,019 | 0 | 0.00 |
| 5 To elect Sean Latus | 458,755,178 | 99.13 | 4,037,841 | 0.87 | 462,793,019 | 0 | 0.00 |
| 6 To elect Lord Jitesh Gadhia | 462,793,019 | 100.00 | 0 | 0.00 | 462,793,019 | 0 | 0.00 |
| 7 To elect Kathryn Durrant | 462,793,019 | 100.00 | 0 | 0.00 | 462,793,019 | 0 | 0.00 |
| 8 To elect Patrick O'Donnell Bourke | 461,060,624 | 99.63 | 1,732,395 | 0.37 | 462,793,019 | 0 | 0.00 |
| 9 To elect James Macdonald | 459,214,578 | 99.23 | 3,578,441 | 0.77 | 462,793,019 | 0 | 0.00 |
| 10 To elect Tara Davies | 460,946,973 | 99.60 | 1,846,046 | 0.40 | 462,793,019 | 0 | 0.00 |
| 11 To elect Oleg Shamovsky | 459,204,578 | 99.23 | 3,578,441 | 0.77 | 462,783,019 | 0 | 0.00 |
| 12 To authorise the Audit and Risk Committee to agree the Auditor's remuneration | 460,015,145 | 99.40 | 2,777,874 | 0.60 | 462,793,019 | 0 | 0.00 |
| 13 To authorise political donations and expenditure | 461,060,624 | 99.63 | 1,732,395 | 0.37 | 462,793,019 | 0 | 0.00 |
| 14 To authorise the directors to allot shares | 460,946,973 | 99.60 | 1,846,046 | 0.40 | 462,793,019 | 0 | 0.00 |
| 15 To exclude the application of pre-emption rights to the allotment of equity securities | 461,683,019 | 99.76 | 1,110,000 | 0.24 | 462,793,019 | 0 | 0.00 |
| 16 Subject to the approval of Resolution 15 to further exclude the application of pre-emption rights to the allotment of equity securities | 461,683,019 | 99.76 | 1,110,000 | 0.24 | 462,793,019 | 0 | 0.00 |
| 17 To authorise market purchases of the Company's own ordinary shares | 460,421,918 | 99.49 | 2,371,101 | 0.51 | 462,793,019 | 0 | 0.00 |

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|---------------------------------------------------------------------------------------|-------------|-------|-----------|------|-------------|---|------|
| 18 To allow the Company to hold general meetings (other than AGMs) at 14 days' notice | 460,016,301 | 99.40 | 2,776,718 | 0.60 | 462,793,019 | 0 | 0.00 |
|---------------------------------------------------------------------------------------|-------------|-------|-----------|------|-------------|---|------|

***INDEPENDENT SHAREHOLDER VOTES ONLY**

| Resolution Name | Number of Votes For (including Chair's Discretionary Votes) | % of Votes For | Number of Votes Against | % of Votes Against | Total Votes Cast (excluding withheld) | Number of Votes Withheld | % of Votes Withheld |
|--------------------------------------|-------------------------------------------------------------|----------------|-------------------------|--------------------|---------------------------------------|--------------------------|---------------------|
| 3 To elect Dr. Philip Nolan* | 64,017,231 | 100.00 | 0 | 0.00 | 64,017,231 | 0 | 0.00 |
| 6 To elect Lord Jitesh Gadhia* | 64,017,231 | 100.00 | 0 | 0.00 | 64,017,231 | 0 | 0.00 |
| 7 To elect Kathryn Durrant* | 64,017,231 | 100.00 | 0 | 0.00 | 64,017,231 | 0 | 0.00 |
| 8 To elect Patrick O'Donnell Bourke* | 62,284,836 | 97.29 | 1,732,395 | 2.71 | 64,017,231 | 0 | 0.00 |

The percentage of votes cast exclude Withheld votes. Votes in favour include votes at Chair's discretion.

The total number of votes cast: 462,793,019.

Number of shares in issue and therefore the total number of voting rights: 547,980,973.

Number of shareholders at meeting date: 179.

In accordance with Listing Rule 9.6.2 copies of the resolutions (other than those resolutions comprising ordinary business) passed by the Company at its AGM have been uploaded to the National Storage Mechanism and will shortly be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>

Name of contact and telephone number for queries:

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