

# Proxy Votes for Goodwin PLC



Annual General Meeting - 2nd October 2019

	Votes For	% of Vote	Votes Against	% of Vote	Votes Withheld	Total Votes Cast
<b>Resolution 1</b>						
To receive the Directors' Report and the audited financial statements	4,228,657	99.02	41,959	0.98	0	4,270,616
<b>Resolution 2</b>						
To approve the proposed dividend	4,270,616	100.00	0	0.00	0	4,270,616
<b>Resolution 3</b>						
To re-elect Mr. J. Connolly as a Director	4,257,750	99.70	12,791	0.30	75	4,270,541
<b>Resolution 4</b>						
To re-elect Mr. S. C. Birks as a Director	4,257,750	99.70	12,791	0.30	75	4,270,541
<b>Resolution 5</b>						
To re-elect Mr. B. R. E. Goodwin as a Director	4,256,340	99.67	14,201	0.33	75	4,270,541
<b>Resolution 6</b>						
To re-affirm the appointment of Mr. T. J. W. Goodwin as Chairman	4,141,567	96.98	128,974	3.02	75	4,270,541
<b>Resolution 7</b>						
To re-affirm the appointment of Mr. M. S. Goodwin as Managing Director of the Mechanical Engineering Division	4,257,553	99.70	12,988	0.30	75	4,270,541
<b>Resolution 8</b>						
To re-affirm the appointment of Mr. S. R. Goodwin as Managing Director of the Refractory Engineering Division	4,257,539	99.70	12,988	0.30	89	4,270,527

Note: A withheld vote is not a vote in law and is not counted in the calculation of votes for or against the resolution.

Voting Results

2014

2015

2016

2017

2018

# Proxy Votes for Goodwin PLC



## Annual General Meeting - 2nd October 2019 (Continued)

	Votes For	% of Vote	Votes Against	% of Vote	Votes Withheld	Total Votes Cast
<b>Resolution 9</b>						
To re-affirm the position of Mrs. J. E. Kelly, Non-Executive Director, as Chair of the Audit Committee	4,268,372	99.95	2,169	0.05	75	4,270,541
<b>Resolution 10</b>						
To re-affirm the position of Mr. J. W. Goodwin as member of the Audit Committee	4,149,935	97.18	120,606	2.82	75	4,270,541
<b>Resolution 11</b>						
To re-affirm the position of Mr. R. S. Goodwin as member of the Audit Committee	4,150,111	97.18	120,430	2.82	75	4,270,541
<b>Resolution 12</b>						
To re-affirm the position of Mrs. P. Ashley as member of the Audit Committee	4,150,111	97.18	120,430	2.82	75	4,270,541
<b>Resolution 13</b>						
To approve the Directors' Remuneration Report	4,001,164	93.69	269,452	6.31	0	4,270,616
<b>Resolution 14</b>						
To approve the Directors' Remuneration Policy	4,000,831	93.68	269,785	6.32	0	4,270,616
<b>Resolution 15</b>						
To re-appoint KPMG LLP as auditor and to authorise the Directors to determine their remuneration	4,268,044	99.94	2,497	0.06	75	4,270,541

Note: A withheld vote is not a vote in law and is not counted in the calculation of votes for or against the resolution.

Voting Results

2014

2015

2016

2017

2018

# Proxy Votes for Goodwin PLC



Annual General Meeting - 3rd October 2018

	Votes For	% of Vote	Votes Against	% of Vote	Votes Withheld	Total Votes Cast
<b>Resolution 1</b> To receive the Directors' Report and the audited financial statements	4,093,337	98.70	54,017	1.30	77	4,147,354
<b>Resolution 2</b> To approve the payment of the proposed ordinary dividend on the ordinary shares	4,147,431	100	0	0	0	4,147,431
<b>Resolution 3</b> To re-elect Mr. M. S. Goodwin as a Director	4,146,711	99.99	381	0.01	339	4,147,092
<b>Resolution 4</b> To re-elect Mr. T. J. W. Goodwin as a Director	4,146,711	99.99	381	0.01	339	4,147,092
<b>Resolution 5</b> To re-elect Mrs. J. E. Kelly as a Non-Executive Director						
All Shareholders	4,128,711	99.99	381	0.01	18,339	4,129,092
Non-Controlling Shareholders	410,560	99.91	381	0.09	18,339	410,941
<b>Resolution 6</b> To approve the Directors' Remuneration Report	4,145,537	99.99	353	0.01	1,541	4,145,890
<b>Resolution 7</b> To re-appoint KPMG LLP as auditor and to authorise the Directors to determine their remuneration	4,145,992	99.996	150	0.004	1,289	4,146,142

Note: A withheld vote is not a vote in law and is not counted in the calculation of votes for or against the resolution.

Voting Results

2014

2015

2016

2017

2019

# Proxy Votes for Goodwin PLC



Annual General Meeting - 4th October 2017

	Votes For	% of Vote	Votes Against	% of Vote	Votes Withheld	Total Votes Cast
<b>Resolution 1</b> To receive the Directors' Report and the audited financial statements	4,141,746	96.71	140,926	3.29	4,915	4,282,672
<b>Resolution 2</b> To approve the proposed dividend	4,287,587	100	0	0	0	4,287,587
<b>Resolution 3</b> To re-elect Mr. S. R. Goodwin as a Director	4,157,215	96.96	130,260	3.04	112	4,287,475
<b>Resolution 4</b> To approve the Directors' Remuneration Report	4,092,403	95.54	190,859	4.46	4,325	4,283,262
<b>Resolution 5</b> To re-appoint KPMG as auditor	4,269,170	99.64	15,529	0.36	2,888	4,284,699

Note: A withheld vote is not a vote in law and is not counted in the calculation of votes for or against the resolution.

Voting Results

2014

2015

2016

2018

2019

# Proxy Votes for Goodwin PLC

Annual General Meeting - 5th October 2016



	Votes For	% of Vote	Votes Against	% of Vote	Votes Withheld	Total Votes Cast
<b>Resolution 1</b> To receive the Directors' Report and the audited financial statements	4,065,397	95.93	172,323	4.07	0	4,237,720
<b>Resolution 2</b> To approve the proposed dividend	4,237,720	100	0	0	0	4,237,720
<b>Resolution 3</b> To re-elect Mr. J. Connolly as a Director	4,151,486	97.99	85,350	2.01	884	4,236,836
<b>Resolution 4</b> To re-elect Mr. S. C. Birks as a Director	4,151,486	97.99	85,336	2.01	898	4,236,822
<b>Resolution 5</b> To re-elect Mr. B. R. E. Goodwin as a Director	4,192,397	98.95	44,439	1.05	884	4,236,836
<b>Resolution 6</b> To approve the Directors' Remuneration Report	4,145,997	97.86	90,640	2.14	1,083	4,236,637
<b>Resolution 7</b> To approve the Directors' Remuneration Policy	3,991,971	94.22	244,666	5.78	1,083	4,236,637
<b>Resolution 8</b> To approve and adopt the Company's Equity Long Term Incentive Plan	3,987,101	94.63	226,457	5.37	24,162	4,213,558
<b>Resolution 9</b> To adopt FRS 101, 'Reduced Disclosure Framework' for the Goodwin PLC Company financial statements	4,235,920	99.98	674	0.02	1,126	4,236,594
<b>Resolution 10</b> To re-appoint KPMG LLP as auditor and to authorise the Directors to determine their remuneration	4,222,616	99.71	12,428	0.29	2,676	4,235,044

Note: A withheld vote is not a vote in law and is not counted in the calculation of votes for or against the resolution.

Voting Results

2014

2015

2017

2018

2019

# Proxy Votes for Goodwin PLC



## Annual General Meeting - 7th October 2015

	Votes For	% of Vote	Votes Against	% of Vote	Votes Withheld	Total Votes Cast
<b>Resolution 1</b> To receive the Directors' Report and the audited financial statements	4,153,517	99.61	16,268	0.39	0	4,169,785
<b>Resolution 2</b> To approve the proposed dividend	4,169,785	100	0	0	0	4,169,785
<b>Resolution 3</b> To re-elect Mr. M. S. Goodwin as a Director	4,146,930	99.45	22,855	0.55	0	4,169,785
<b>Resolution 4</b> To re-elect Mr. T. J. W. Goodwin as a Director	4,166,378	99.92	3,393	0.08	14	4,169,771
<b>Resolution 5</b> To re-elect Mrs. J. E. Kelly as a Non Executive Director	Votes by All Shareholders					
	4,169,520	100	0	0	265	4,169,520
	Votes by Non-Controlling Shareholders Only					
	468,963	100	0	0	265	468,963
<b>Resolution 6</b> To approve the Directors' Remuneration Report	4,169,370	99.9997	14	0.0003	401	4,169,384
<b>Resolution 7</b> To re-appoint KPMG LLP as auditor and to authorise the Directors to determine their remuneration	4,157,089	99.698	12,596	0.302	100	4,169,685

Note: A withheld vote is not a vote in law and is not counted in the calculation of votes for or against the resolution.

Voting Results

2014

2016

2017

2018

2019

# Proxy Votes for Goodwin PLC



## Annual General Meeting - 2014 Results

	Votes For	% of Vote
<b>Resolution 1</b> To receive the report of the Directors and to approve the audited financial statements	4,057,393	96.71
<b>Resolution 2</b> To approve the payment of the proposed ordinary dividend on the ordinary shares	4,195,289	100
<b>Resolution 3</b> To re-elect Mr. A. J. Baylay as a Director	4,189,673	99.90
<b>Resolution 4</b> To re-elect Mr. S. R. Goodwin as a Director	4,181,379	99.67
<b>Resolution 5</b> To approve the Company's Remuneration Policy	4,019,148	95.878
<b>Resolution 6</b> To approve the Directors' Remuneration Report	4,091,148	97.608
<b>Resolution 7</b> To appoint KPMG LLP as auditor and to authorise the Directors to determine their remuneration	4,185,384	99.998

Voting Results

2015

2016

2017

2018

2019