12 July 2019

# RDL REALISATION PLC

**Result of Annual General Meeting**

RDL Realisation plc (the “Company”) announces that at the Annual General Meeting of the Company held today, all resolutions apart from Resolution 3 contained in the Notice of Annual General Meeting were duly passed on a show of hands. Resolution 3 was passed on a poll.

In respect of the Resolutions passed on a show of hands, the number of proxy votes 'for' and 'against' each of the resolutions put before the Annual General Meeting and the number of votes 'withheld' were as follows:

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
|  | **For** | | **Against** | | **Total Votes** | **Withheld** |
| **Resolution** | **No. of votes** | **%** | **No. of**  **votes** | **%** | **No. of**  **votes** | **No. of votes** |
| 1. *To receive the Annual Report and Accounts* | 6,249,684 | 93.83 | 410,777 | 6.17 | 6,660,461 | 246,568 |
| 1. *To approve the Directors' Remuneration Report* | 6,906,384 | 99.99 | 321 | 0.01 | 6,906,705 | 325 |
| 1. *To re-appoint Brendan Hawthorne* | 6,620,099 | 95.85 | 286,931 | 4.15 | 6,907,030 | 0 |
| 1. *To re-appoint Gregory Share* | 6,597,843 | 95.52 | 309,187 | 4.48 | 6,907,030 | 0 |
| 1. *To elect Brett Miller* | 6,497,662 | 94.87 | 351,197 | 5.13 | 6,848,859 | 58,170 |
| 1. *To elect Joseph Kenary* | 6,907,030 | 100 | 0 | 0 | 6,907,030 | 0 |
| 1. *To elect Nick Paris* | 6,824,867 | 100 | 0 | 0 | 6,824,867 | 82,163 |
| 1. *To re-appoint Deloitte as auditor* | 6,906,705 | 100 | 0 | 0 | 6,906,705 | 325 |
| 1. *To authorise the Audit Committee to determine the auditor's remuneration* | 6,907,030 | 100 | 0 | 0 | 6,907,030 | 0 |
| 1. *To authorise the Directors to allot shares* | 6,906,605 | 100 | 0 | 0 | 6,906,605 | 425 |
| 1. *Authority to disapply pre-emption rights (Special Resolution)* | 6,906,605 | 100 | 0 | 0 | 6,906,605 | 425 |
| 1. *To authorise the Company to purchase its own shares (Special Resolution)* | 6,906,605 | 100 | 0 | 0 | 6,906,605 | 425 |
| 1. *To authorise the Company to call a general meeting on not less than 14 clear days' notice (Special Resolution)* | 6,842,040 | 99.06 | 64,890 | 0.94 | 6,906,930 | 100 |

A vote withheld is not a vote under English law and is therefore not included in the calculation of votes for and against a resolution.

The results for Resolution 3, which was held on a poll, were as follows:

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
|  | **For** | | **Against** | | **Total Votes** | **Withheld** |
| **Resolution** | **No. of votes** | **%** | **No. of**  **votes** | **%** | **No. of**  **votes** | **No. of votes** |
| 1. *To re-elect Dominik Dolenec* | 8,303,699 | 78.82 | 2,231,735 | 21.18 | 10,535,434 | 177,274 |

A vote withheld is not a vote under English law and is therefore not included in the calculation of votes for and against a resolution.

The Board has considered the results of the Annual General Meeting today and notes the number of votes cast against Resolution 3 which received under 80 per cent. approval. We have engaged with our major shareholders ahead of the vote and understand their views on this matter.

Dominik Dolenec has asked to step down as Chairman of the Company and Brendan Hawthorne has been elected as Chairman by the Directors. Now that the majority of the work required to wind up the activities of the Company has been completed or is well underway, Mr. Dolenec and the Board felt it appropriate to transition the role as Chairman to a non-executive director. Mr. Dolenec will remain an Executive Director with a particular focus on maximising the recovery of the Company’s investment in Princeton. The Board expresses their sincere thanks on behalf of all of the Company’s shareholders for his executive leadership in the portfolio restructuring and the wind down of the Company.

Separately, the Company has also been notified that Oaktree Value Equity Holdings, L.P. and LIM Advisors (London) Limited have agreed with each other, subject to certain conditions, not to requisition any addition to or removal from the Company's Board of Directors for the period up to 31 December 2019.

A copy of all resolutions passed as special business will shortly be available for inspection on the National Storage Mechanism at [www.morningstar.co.uk/uk/NSM](http://www.morningstar.co.uk/uk/NSM).

A copy of the voting results shown above will also be made available on the Company's website at www.rdlrealisationplc.co.uk

**For further information, please contact:**

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