

KCOM Group PLC

Results of Annual General Meeting on 22 July 2016

KCOM Group PLC (the “Company”) announces that at its Annual General Meeting (“AGM”) held at 1.00pm today, 22 July 2016, at KCOM Stadium, Hull, all resolutions as set out in the Notice of AGM were passed on a poll.

Resolutions 1 to 12 were proposed as ordinary resolutions and resolutions 13 to 15 were proposed as special resolutions.

Copies of the resolutions concerning items of special business (being resolutions 12 to 15) are being sent to the National Storage Mechanism at www.morningstar.co.uk/uk/NSM and will shortly be available for inspection.

The results of the poll on each resolution are set out below. The number of ordinary shares in issue on 22 July 2016 was 516,603,910.

Resolution	No. of votes 'In favour' (%)	No. of votes 'Against' (%)	Total no. of votes cast (% of issued share capital)	Withheld*
1. To receive and approve the Company's report and accounts.	329,143,862 (100.00%)	12,738 (0.00%)	329,156,600 (63.72%)	20,863,506
2. To declare a final dividend of 3.94 pence per ordinary share.	349,982,146 (99.99%)	20,995 (0.01%)	350,003,141 (67.75%)	16,965
3. To approve the Directors' remuneration report.	327,764,376 (93.66%)	22,195,736 (6.34%)	349,960,112 (67.74%)	92,126
4. To re-appoint PricewaterhouseCoopers as independent auditors.	347,650,940 (99.34%)	2,308,120 (0.66%)	349,959,060 (67.74%)	57,673
5. To authorise the Audit Committee to fix the auditors' remuneration.	348,987,850 (99.73%)	959,637 (0.27%)	349,947,487 (67.74%)	72,619
6. To re-elect Graham Holden as a Director of the Company.	348,146,299 (99.46%)	1,876,437 (0.54%)	350,022,736 (67.75%)	43,802
7. To re-elect Liz Barber as a Director of the Company.	347,588,631 (99.32%)	2,392,216 (0.68%)	349,980,847 (67.75%)	58,664

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8. To elect Patrick De Smedt as a Director of the Company.	349,145,052 (99.77%)	799,602 (0.23%)	349,944,654 (67.74%)	62,186
9. To re-elect Bill Halbert as a Director of the Company.	348,597,145 (99.59%)	1,426,888 (0.41%)	350,024,033 (67.75%)	42,505
10. To re-elect Paul Simpson as a Director of the Company.	348,178,424 (99.47%)	1,838,371 (0.53%)	350,016,795 (67.75%)	81,875
11. To re-elect Peter Smith as a Director of the Company.	348,871,244 (99.78%)	778,272 (0.22%)	349,649,516 (67.68%)	357,324
12. To authorise the Directors to allot shares as outlined in the Notice of Meeting.	348,861,066 (99.70%)	1,054,952 (0.30%)	349,916,018 (67.73%)	63,198
13. To disapply pre-emption rights as outlined in the Notice of Meeting.	349,331,827 (99.89%)	396,865 (0.11%)	349,728,692 (67.70%)	237,786
14. To authorise the Directors to make market purchases of the Company's own shares.	348,879,978 (99.72%)	986,947 (0.28%)	349,866,925 (67.72%)	33,403
15. To approve general meetings, other than AGMs, being called on at least 14 clear days' notice.	335,026,626 (95.74%)	14,907,289 (4.26%)	349,933,915 (67.74%)	65,667

*A "Vote Withheld" is not a vote in law and is not counted in the calculation of the proportion of the votes "For" and "Against" the resolution.

In the event of any queries, please contact Kathy Smith on +44 (0) 1924 882501.