

Morgan Advanced Materials plc (the “Company”)

RESULTS OF ANNUAL GENERAL MEETING

The Company confirms that all resolutions set out in the notice of its 2020 Annual General Meeting were duly passed by the requisite number of shareholders on a poll, at the meeting held on 7 May 2020. The meeting was convened with the minimum necessary quorum of three shareholders.

The poll results of each resolution are set out below. The number of the Company’s Ordinary shares carrying the right to vote at the meeting was 285,369,988. Each share carried one vote.

Resolution	Votes For (see note 1)		Votes Against (see note 1)		Votes Withheld (see note 2)	Total Votes Cast (excl. withheld votes)	% of total issued share capital voted (excl. withheld votes)
	Number of shares	% of total voted	Number of shares	% of total voted			
1. To receive the audited accounts and the Auditor’s and Directors’ Reports for the year ended 31 December 2019	232,147,133	99.98%	41,290	0.02%	7,054,904	232,188,423	81.36%
2. To approve the Directors’ Remuneration Report (other than the part containing the Directors’ Remuneration Policy) for the year ended 31 December 2019	213,089,622	96.83%	6,966,488	3.17%	19,187,217	220,056,110	77.11%
3. To re-elect Jane Aikman as a Director	237,637,567	99.34%	1,572,090	0.66%	33,671	239,209,657	83.82%
4. To re-elect Helen Bunch as a Director	237,641,876	99.35%	1,564,565	0.65%	36,887	239,206,441	83.82%
5. To re-elect Douglas Caster as a Director	230,627,071	99.32%	1,569,041	0.68%	7,047,216	232,196,112	81.37%
6. To re-elect Laurence Mulliez as a Director	237,472,845	99.35%	1,561,750	0.65%	208,733	239,034,595	83.76%
7. To re-elect Pete Raby as a Director	237,197,375	99.23%	1,841,420	0.77%	204,533	239,038,795	83.76%
8. To re-elect Peter Turner as a Director	237,099,731	99.19%	1,940,313	0.81%	203,284	239,040,044	83.76%
9. To elect Clement Woon as a Director	237,472,626	99.35%	1,561,969	0.65%	208,733	239,034,595	83.76%
10. To appoint Deloitte LLP as Auditor of the Company	238,748,689	99.87%	304,460	0.13%	190,179	239,053,149	83.77%
11. To authorise the Audit Committee to determine the Auditor’s remuneration	238,842,922	99.91%	212,206	0.09%	188,200	239,055,128	83.77%
12. To authorise the Company and its subsidiaries to make political donations	233,479,099	97.68%	5,544,981	2.32%	219,248	239,024,080	83.76%

13. To authorise the Directors to allot shares	232,905,143	97.35%	6,333,342	2.65%	4,843	239,238,485	83.83%
14.* To empower the Directors to generally disapply pre-emption rights	237,551,601	99.30%	1,668,179	0.70%	23,548	239,219,780	83.83%
15.* To empower the Directors to disapply pre-emption rights in connection with acquisitions or capital investments	230,687,765	96.44%	8,511,074	3.56%	44,488	239,198,839	83.82%
16.* To authorise the Company to purchase its own Ordinary shares	232,158,298	97.07%	6,998,584	2.93%	86,445	239,156,882	83.81%
17.* To enable the Company to convene a general meeting (other than AGMs) on at least 14 days' notice	231,611,221	96.81%	7,629,328	3.19%	2,779	239,240,549	83.84%

In accordance with Listing Rule 9.6.2, copies of the resolutions passed by Morgan Advanced Materials plc shareholders concerning items other than ordinary business have been submitted to the National Storage Mechanism and will shortly be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>

Notes:

1. Votes "for" and "against" are expressed as a percentage of votes received. Votes "for" include those at the Chairman's discretion.
 2. Votes "withheld" are not votes in law and, therefore, have not been included in the calculation of the proportion of votes "for" or "against" a resolution.
- * Indicates special resolution.

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