



Claire Jackson  
Manager  
Vistra Corporate Law  
1<sup>st</sup> Floor  
Templeback  
10 Temple Back  
Bristol  
BS1 6FL

31 October 2019

Dear Ms Jackson,

**Vordere PLC, GM 24 October 2019**

Independent Assessors Report (as defined by the Companies Act 2006)

Civica Election Services was appointed on Thursday 17 October 2019 to write an independent report on polls taken at the General Meeting of Vordere PLC on 24 October 2019. To fulfil this role, we were appointed as an independent assessor as defined in the Companies Act 2006.

**The Report:**

We can confirm that:

- The procedures adopted in connection with the polls at the General Meeting were adequate.
- The votes cast (including proxy votes) were fairly and accurately reported.
- The validity of members' appointments of proxies was fairly assessed.
- The notice of meeting complied with Section 325 (of the Companies Act 2006) and that the notice of meeting contained statement of rights to appoint a proxy.
- Section 326 (company-sponsored invitations to appoint proxies) was complied with in relation to the meeting.

Yours sincerely

Elliot Roberts  
**Associate Director**

## Background Analysis

The following steps helped us in forming the opinions stated in our Independent Assessors' report:

- Receipt of copies of all correspondence sent out to Shareholders at the start of the voting period.
- On-going liaison with Computershare (the Registrars), discussing their vote processing procedures, receiving regular vote updates and confirmed lists of voters, as well as conducting an independent audit of votes received and lodged, both before and at the meeting
- Attendance at the GM to observe the procedures in relation to the attendee registration process and announcement of poll procedures at the meeting, as well as observing the count and collation of final post meeting results.

## Reviewing the Notice of Meeting

The notice of meeting complied with both sections 325 and 326 of the Companies Act 2006.

## Liaison with Computershare (for vote audit purposes)

We requested and were sent the following information on an on-going basis as well as the day before the General Meeting.

- Aggregated voting figures
- Full list of voters and processed voting instructions, showing Chair, 3<sup>rd</sup> party proxy and Corporate Representative breakdown.

On the day of the meeting, we undertook a full review of votes cast, both those lodged in advance of the meeting and those cast on the day. We found no discrepancies with the figures produced by Computershare and can confirm that votes cast were fairly and accurately recorded and counted.

## Attendance at the GM – 24 October 2019

I attended the meeting for Civica Election Services. Our observations and comments are as follows

- Registration process was conducted smoothly.
- There were a number of underlying shareholders who attended the meeting who had not been appointed as Corporate Reps in advance of the meeting.
- There was no announcement as to how long the poll was to be open for.
- A comprehensive cross check of the final figures was undertaken by Computershare prior to the confirmation of the final results
- The results published on Vordere.com correspond with the results confirmed by Computershare.