

DEV CLEVER HOLDINGS PLC
(company number 11589976) (Company)

Annual General Meeting – Results of the Proxy and Poll Voting

At the Annual General Meeting of the Company held at 10.30 a.m. on 22 April 2021, all of the resolutions were duly passed.

Voting on the resolutions took place by way of a poll. The results of the polls (which includes all votes by proxies received in advance) on all resolutions put to the meeting are set out below.

1. Ordinary Resolution: to receive the audited accounts of the Group for the financial period ended 31 October 2020 together with the auditors' and directors' reports on those accounts						
Votes for	% of votes cast	Votes Against	% of votes cast	At holders' discretion	% of votes cast	Abstentions
123,647,554	100%	0	0%	0	0%	5,666

2. Ordinary Resolution: to approve the directors' remuneration report for the financial period ended 31 October 2020 set out in the audited accounts for the financial period ended 31 October 2020						
Votes for	% of votes cast	Votes Against	% of votes cast	At holders' discretion	% of votes cast	Abstentions
123,570,733	100%	0	0%	0	0%	82,487

3. Ordinary Resolution: to approve the directors' remuneration policy in the form set out in the directors' remuneration report for the financial period ended 31 October 2020.						
Votes for	% of votes cast	Votes Against	% of votes cast	At holders' discretion	% of votes cast	Abstentions
123,481,439	99.94%	76,821	0.06%	0	0%	94,960

4. Ordinary Resolution: to reappoint Christopher Michael Jeffries as a director of the Company.						
Votes for	% of votes cast	Votes Against	% of votes cast	At holders' discretion	% of votes cast	Abstentions
123,570,733	99.94%	76,821	0.06%	0	0%	5,666

5. Ordinary Resolution: to reappoint Nicholas Abdo Rodney Ydlibi as a director of the Company.						
Votes for	% of votes cast	Votes Against	% of votes cast	At holders' discretion	% of votes cast	Abstentions
123,647,554	100%	0	0%	0	0%	5,666

6. Ordinary Resolution: to reappoint Timothy Sean Heaton as a director of the Company.						
Votes for	% of votes cast	Votes Against	% of votes cast	At holders' discretion	% of votes cast	Abstentions
123,647,554	100%	0	0%	0	0%	5,666

7. Ordinary Resolution: to reappoint Chantal Benedicte Forrest as a director of the Company.						
Votes for	% of votes cast	Votes Against	% of votes cast	At holders' discretion	% of votes cast	Abstentions
123,647,554	100%	0	0%	0	0%	5,666

8. Ordinary Resolution: to reappoint David Rudi Ivy as a director of the Company.						
Votes for	% of votes cast	Votes Against	% of votes cast	At holders' discretion	% of votes cast	Abstentions
123,647,554	100%	0	0%	0	0%	5,666

9. Ordinary Resolution: to reappoint PKF Littlejohn LLP as auditors of the Company to hold office until the conclusion of the next general meeting of the Company at which accounts are laid before the Company.						
Votes for	% of votes cast	Votes Against	% of votes cast	At holders' discretion	% of votes cast	Abstentions
81,637,708	100%	0	0%	0	0%	42,015,512

10. Ordinary Resolution: to authorise the directors to fix the auditors' remuneration.						
Votes for	% of votes cast	Votes Against	% of votes cast	At holders' discretion	% of votes cast	Abstentions
123,570,733	99.94%	76,821	0.06%	0	0%	5,666

11. Ordinary Resolution: to grant authority to the Directors to allot shares.						
Votes for	% of votes cast	Votes Against	% of votes cast	At holders' discretion	% of votes cast	Abstentions
123,489,205	99.87%	158,349	0.13%	0	0%	5,666

12. Special Resolution: to disapply pre-emption rights.						
Votes for	% of votes cast	Votes Against	% of votes cast	At holders' discretion	% of votes cast	Abstentions
123,489,205	99.87%	158,349	0.13%	0	0%	5,666

13. Special Resolution: to hold a general meeting on 14 day's clear notice.						
Votes for	% of votes cast	Votes Against	% of votes cast	At holders' discretion	% of votes cast	Abstentions
123,570,733	99.94%	76,821	0.06%	0	0%	5,666

The number of Ordinary Shares in issue as at close of business on 20 April 2021, being the record date for the purposes of the annual general meeting, was 573,584,189, of which votes validly cast in respect of each resolution represented approximately 22%. Shareholders are entitled to one vote per share. A vote withheld or abstained is not counted in the calculation of the proportion of votes validly cast.