

## **PANTHEON INTERNATIONAL PLC (THE "COMPANY")**

### **RESULT OF ANNUAL GENERAL MEETING HELD ON 22 NOVEMBER 2017**

#### **Annual General Meeting**

Following the Annual General Meeting held today, the Company is pleased to announce that all Resolutions put to shareholders were passed on a show of hands.

Resolutions 1 to 11 and Resolution 15 were proposed as Ordinary Resolutions. Resolutions 12 to 14 were proposed as Special Resolutions.

The total number of proxy votes received in respect of each such resolution 48 hours prior to the meeting is set out below:

<b>Resolution (No. as noted on proxy form)</b>	<b>Votes For</b>	<b>Votes Against</b>	<b>Votes at Chairman's Discretion</b>	<b>Votes Withheld</b>
<b>1.</b> To receive and adopt the accounts for period ended 31 May 2017	27,377,566	0	655	3,582
<b>2.</b> Approve Directors' Remuneration Report for period ended 31 May 2017	27,371,068	6,498	655	3,582
<b>3.</b> To receive and approve the Directors' Remuneration Policy	27,329,186	46,401	655	5,561
<b>4.</b> Re-appointment of Sir Laurie Magnus	27,340,602	39,584	655	962
<b>5.</b> Re-appointment of Mr I.C.S. Barby	21,636,057	1,333,901	655	4,411,190
<b>6.</b> Re-appointment of Mr J.D. Burgess	27,380,186	0	655	962
<b>7.</b> Re-appointment	27,380,186	0	655	962

of Mr J.B.H.C.A. Singer				
<b>8.</b> Re-appointment of Mr R.M.Swire	18,823,383	4,146,575	655	4,411,190
<b>9.</b> Re-appointment of Grant Thornton UK LLP as Auditor	18,583,494	4,386,599	655	4,411,055
<b>10.</b> Authorise Audit Committee to determine Auditor's Remuneration	27,380,321	0	655	827
<b>11.</b> Authority to allot shares	27,329,285	49,122	655	2,741
<b>12.</b> Dis-application of pre-emption rights	22,840,737	48,356	655	4,492,055
<b>13.</b> Market purchases of own shares	27,336,693	42,541	655	1,914
<b>14.</b> General meeting called on not less than 14 clear days' notice	27,194,526	184,968	655	0
<b>15.</b> Increase maximum aggregate annual remuneration payable under the articles	21,683,416	5,672,988	655	20,596

The Board is pleased that the majority of Resolutions have been passed with a high level of support from shareholders. The Board notes the significant vote against Resolution 15 and will continue to engage with shareholders to understand their views as part of its ongoing programme of engagement

In accordance with Listing Rule 9.6.2R a copy of Resolutions 11 to 15 will be submitted to the National Storage Mechanism and will shortly be available for viewing at <http://www.morningstar.co.uk/uk/nsm>

For more information please contact:

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