

The 2022 AGM

The results of the voting at Tern plc's Annual General Meeting (AGM) held on Wednesday 27 April 2022, at The Broadgate Tower, 20 Primrose Street, London EC2A 2RS are detailed below.

Ordinary resolutions

1. To receive and adopt the Company's annual accounts for the financial year ended 31 December 2021, together with the Directors' Report and Auditors' Report on those accounts.

- For: 51,754,250 (88.5%)
- Against: 6,737,281 (11.5%)
- Votes withheld*: 3,119,826

2. To re-appoint Nexia Smith & Williamson as Auditors until the end of the next AGM.

- For: 50,098,951 (87.6%)
- Against: 7,081,945 (12.4%)
- Votes withheld*: 4,430,461

3. To re-appoint Sarah Payne as a director of the Company.

- For: 35,938,402 (66.4%)
- Against: 18,202,509 (33.6%)
- Votes withheld*: 7,470,446

4. To re-appoint Alan Howarth as a director of the Company.

- For: 43,513,366 (81.1%)
- Against: 10,131,711 (18.9%)
- Votes withheld*: 7,966,280

Special resolutions

5. To generally and unconditionally authorise the directors' to allot shares in accordance with section 551 of the Companies Act 2006 up to an aggregate nominal amount of £12,500

- For: 42,915,057 (79.5%)
- Against: 11,048,572 (20.5%)
- Votes withheld*: 7,647,728

6. To generally and unconditionally authorise the dis-application of the pre-emption provisions set out in section 561 of the Companies Act 2006 in relation to the allotment of equity securities for cash up to an aggregate nominal amount of £10,000.

- For: 42,859,066 (79.4%)
- Against: 11,104,563 (20.6%)
- Votes withheld*: 7,647,728

7. To generally and unconditionally authorise the market purchases (within the meaning of section 693(4) of the 2006 Act) of its Ordinary Shares as specified in the Notice of the Annual General Meeting

- For: 48,385,489 (82.0%)
- Against: 10,601,876 (18.0%)
- Votes withheld*: 2,623,992

*A 'vote withheld' is not a vote in law and will not be and has not been counted in the calculation of the proportion of votes 'for' and 'against' the resolutions or candidates in the election or re-election of Directors.