

AVON RUBBER P.L.C. ANNUAL GENERAL MEETING 2016

PROXY VOTING SUMMARY

		In favour/discretion to Chairman	% (of votes cast excl. withheld)	Against	% (of votes cast excl. withheld)	Total (excl. withheld and third party discretionary)	Withheld
1	To receive the Report and Accounts	21,120,405	99.99	58	0.01	21,120,463	10,447
2	To approve the Remuneration Policy	15,042,235	77.15	4,454,154	22.85	19,496,389	1,634,519
3	To approve the Directors' Remuneration Report	19,569,894	98.32	334,138	1.68	19,904,032	1,226,876
4	To declare a final dividend	21,130,910	100	0	0	21,130,910	0
5	To re-appoint David Evans as a Director	21,075,330	99.75	52,205	0.25	21,127,535	3,375
6	To re-appoint Pim Vervaat as a Director	20,976,115	99.27	154,795	0.73	21,130,910	0
7	To re-appoint PricewaterhouseCoopers LLP as auditors of the Company	20,630,301	97.78	467,608	2.22	21,097,909	33,000
8	To authorise the Directors to determine the auditors' remuneration	21,121,270	99.99	3,140	0.01	21,124,410	6,500
9	To approve amendments to the Avon Rubber p.l.c. 2010 Performance Share Plan	20,904,921	98.99	212,562	1.01	21,117,483	13,426
10	To approve the Avon Rubber p.l.c. 2015 Share Option Plan	20,867,858	99.71	60,028	0.29	20,927,886	203,022
11	To approve the Avon Rubber p.l.c. 2015 US Stock Option Plan	20,864,807	99.71	60,281	0.29	20,925,088	205,820
12	To authorise the Directors to allot shares	21,112,430	99.94	13,505	0.06	21,125,935	4,975
13	To disapply pre-emption rights*	21,113,271	99.94	12,417	0.06	21,125,688	5,222
14	To authorise the Company to purchase its own shares*	21,114,076	99.93	15,334	0.07	21,129,410	1,500

15	To authorise short notice general meetings*	20,448,276	96.89	655,633	3.11	21,103,909	27,000
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* Special Resolution

Notes:

1. Any proxy appointments which gave discretion to the Chairman have been included in the 'for' total
2. A 'vote withheld' is not a vote under English law and is not counted in the calculation of votes 'for' and 'against' a resolution.
3. Discretionary proxy votes lodged in favour of a third party have not been included in the 'for', 'against' or 'total' figures.
4. Total proxy votes cast (including withheld and discretionary votes) were 68.11% of the issued share capital (2015: 67%).
5. The total number of shares in issue at 26 January 2016 was 31,023,292.

26 January 2016