NEWS RELEASE

# Result of AGM

11/21/2019

RNS Number : 2594U
Ferguson PLC
21 November 2019

ANNUAL GENERAL MEETING: RESOLUTIONS

Ferguson plc (the "Company") is pleased to announce that, at its AGM held earlier today, shareholders passed each of the ordinary and special resolutions by the requisite majorities on a poll. The full text of each resolution is contained in the Notice of Annual General Meeting, which is available on the Company's website, **www.fergusonplc.com**.

The total number of votes cast for each resolution is set out in the table below. Resolutions 1 to 19 (inclusive) are ordinary resolutions and resolutions 20, 21 and 22 are special resolutions.

| Resolution | For | %* | Against | %* | Votes Total | % Votes cast** | Votes Withheld*** |
|---|---|---|---|---|---|---|---|
| 1. To receive the Company's Annual Report and Accounts | 177,580,643 | 100.00 | 4,690 | 0.00 | 177,585,333 | 78.38% | 214,607 |
| 2. To approve the Directors' Remuneration Report | 130,081,506 | 74.49 | 44,543,309 | 25.51 | 174,624,815 | 77.08% | 3,175,124 |
| 3. To approve the Remuneration Policy | 124,039,675 | 70.29 | 52,431,270 | 29.71 | 176,470,945 | 77.89% | 1,328,995 |
| 4. To declare a final dividend | 177,725,363 | 100.00 | 193 | 0.00 | 177,725,556 | 78.45% | 74,384 |
| 5. To elect Tessa Bamford | 174,746,624 | 98.33 | 2,976,275 | 1.67 | 177,722,899 | 78.45% | 77,041 |
| 6. To elect Gareth Davis | 170,665,404 | 96.11 | 6,903,891 | 3.89 | 177,569,295 | 78.38% | 230,644 |
| 7. To elect Geoff Drabble | 174,931,389 | 98.43 | 2,791,979 | 1.57 | 177,723,368 | 78.45% | 76,571 |
| 8. To elect Catherine Halligan | 176,941,318 | 99.56 | 781,805 | 0.44 | 177,723,123 | 78.45% | 76,817 |
| 9. To elect Kevin Murphy | 175,397,775 | 98.69 | 2,325,646 | 1.31 | 177,723,421 | 78.45% | 76,519 |
| 10. To elect Alan Murray | 174,748,580 | 98.33 | 2,974,854 | 1.67 | 177,723,434 | 78.45% | 76,506 |
| 11. To elect Michael Powell | 174,963,073 | 98.45 | 2,760,125 | 1.55 | 177,723,198 | 78.45% | 76,742 |
| 12.To elect Tom Schmitt | 176,891,161 | 99.53 | 832,168 | 0.47 | 177,723,329 | 78.45% | 76,611 |
| 13. To elect Nadia Shouraboura | 173,117,278 | 97.41 | 4,604,212 | 2.59 | 177,721,490 | 78.44% | 78,449 |
| 14. To elect Jacqueline Simmonds | 174,490,694 | 98.18 | 3,230,694 | 1.82 | 177,721,388 | 78.44% | 78,552 |
| 15. To appoint Deloitte LLP as auditors | 175,852,009 | 99.85 | 270,522 | 0.15 | 176,122,531 | 77.74% | 1,677,408 |
| 16. To authorise the Audit Committee to agree the auditor's remuneration | 177,549,858 | 99.90 | 175,062 | 0.10 | 177,724,920 | 78.45% | 74,719 |
| 17. Authority of limited political expenditure and political donations | 175,252,548 | 99.02 | 1,740,576 | 0.98 | 176,993,124 | 78.12% | 806,816 |
| 18. Authority to allot securities | 169,327,866 | 95.24 | 8,469,347 | 4.76 | 177,797,213 | 78.48% | 2,727 |
| 19. Approve the amendment to the Ferguson Group Long Term Incentive Plan 2019 | 127,110,021 | 72.03 | 49,358,759 | 27.97 | 176,468,780 | 77.89% | 1,331,160 |
| 20. Authority to disapply pre-emption rights | 177,390,546 | 99.84 | 278,402 | 0.16 | 177,668,948 | 78.42% | 130,992 |

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|---|---|---|---|---|---|---|---|
| 21. Additional authority to disapply pre-emption rights for specified capital investment | 173,763,055 | 97.80 | 3,908,687 | 2.20 | 177,671,742 | 78.42% | 128,197 |
| 22. Authority to purchase own shares | 175,805,464 | 98.93 | 1,900,314 | 1.07 | 177,705,778 | 78.44% | 94,144 |

* percentage of votes cast excludes withheld votes

** percentage of issued share capital (excluding 5,614,611 treasury shares)

*** a vote withheld is not a vote in law and is not counted in the calculation of the proportion of the votes "For" or "Against" a resolution

As at 19 November 2019, the Company:

(i) had 232,171,182 issued ordinary shares of 10 pence, each ordinary share having one vote;

(ii) held 5,614,611 ordinary shares in treasury. The voting rights of treasury shares are automatically suspended; and

(iii) accordingly, had total voting rights of 226,556,571

Resolutions 2 (Remuneration Report), 3 (Remuneration Policy) and 19 (LTIP Rules)

During 2019, the Remuneration Committee consulted extensively with Ferguson's largest shareholders, proxy advisors and shareholder representative organisations on the proposed Remuneration Policy (Resolution 3) and increase to the maximum award limits under the LTIP Rules (Resolution 19). During this process, we received useful feedback from many of the institutions consulted that indicated support for these proposals. We believe the policy set out is appropriate and fair for an organisation of Ferguson's scale and profile, is commensurate with the duties and responsibilities of Ferguson's Executive Directors and is in the best long-term interests of the Group and its shareholders.

In relation to the Remuneration Report (Resolution 2), the arrangements for the Executive Directors for 2019/20 have been set to be consistent with Ferguson's pay principles, to reflect the scale of the Group's operations in relevant markets.

Resolution 2 was passed with a majority of 74.49%, Resolution 3 with a majority of 70.29%, and Resolution 19 by a majority of 72.03%, as detailed above. The Board is disappointed that a minority voted against these resolutions, as we consulted extensively but some of those we contacted failed to engage with us, despite the efforts on our part. However, the Remuneration Committee continues to believe that the proposals are in the best interests of Ferguson and its shareholders. The Remuneration Committee has already commenced further engagement with shareholders to understand their concerns.

The Remuneration Committee is committed to continuing an open and transparent dialogue with shareholders. We thank those shareholders with whom we have already spoken for explaining their reasons for voting against the resolutions. We will publish an update on this engagement, in accordance with the UK Corporate Governance Code, within six months of the 2019 AGM.

For further information please contact:

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