

## SDL PLC: 2019 AGM POLL RESULT SUMMARY

RESOLUTIONS	VOTES FOR	% FOR	VOTES AGAINST	% AGAINST	% of ISC Voted*	WITHHELD
1 To receive the Report & Accounts for the year ended 31 December 2018	82,976,624	99.98	9,765	0.01	91.48	2,442
2 To declare a final dividend of 7 pence per share	82,988,832	99.99	0	0	91.48	0
3 To receive the Directors' Remuneration Report	79,838,381	98.38	1,307,651	1.61	89.45	1,842,799
4 To approve the Directors' Remuneration Policy	69,324,343	85.42	11,821,689	14.57	89.45	1,842,799
5 To re-elect David Clayton	82,957,789	99.95	31,042	0.04	91.48	0
6 To re-elect Glenn Collinson	80,443,742	99.12	702,291	0.87	89.45	1,842,799
7 To re-elect Mandy Gradden	82,957,588	99.98	9,966	0.01	91.46	21,277
8 To re-elect Adolfo Hernandez	82,988,832	99.99	0	0	91.48	0
9 To re-elect Christopher Humphrey	81,585,774	98.32	1,381,780	1.67	91.46	21,277
10 To re-elect Alan McWalter	82,957,420	99.98	9,966	0.01	91.46	21,277
11 To elect Xenia Walters	82,971,673	99.97	16,991	0.02	91.48	0
12 To reappoint KPMG LLP as auditors	82,967,554	99.99	0	0	91.46	21,277
13 To authorise the Audit Committee to determine the auditor's remuneration	82,988,832	99.99	0	0	91.48	0
14 To approve amendment of the SDL International Sharesave rules	82,983,181	99.98	5,651	0.01	91.48	0
15 To authorise the directors to allot securities in terms of Section 551 Companies Act 2006	82,756,759	99.71	232,073	0.28	91.48	0
16 To authorise the directors to allot equity securities in terms of Section 570 Companies Act 2006	82,988,631	99.98	201	0.01	91.48	0
17 To authorise the directors to allot equity securities in terms of Section 570 Companies Act 2006 in limited circumstances	82,957,588	99.95	31,243	0.04	91.48	0
18 To authorise the calling of a general meeting by notice of at least 14 days	81,818,471	98.58	1,170,361	1.41	91.48	0

\*The Issued Share Capital used to calculate the percentage voted is 90,713,195. This is the figure as at 7 May 2019.