

MOSS BROS.

GROUP PLC

Results of Annual General Meeting ('AGM') 19 May 2017

The Board of Moss Bros Group plc is pleased to announce that at the Annual General Meeting of Moss Bros Group plc held on Friday 19th May 2017 all resolutions were duly passed by way of a poll.

The total number of ordinary 5p share in issue at the date of the AGM is 100,799,873.

	For		Against		TOTAL VOTES CAST
	No. of Votes	%	No. of Votes	%	No. of Votes
ORDINARY RESOLUTIONS					
1. To receive the annual accounts and reports of the Directors and auditors for the financial year ended 28 January 2017	57,779,859	100.0 0	0	0.0 0	57,779,859
2. To approve the Directors' remuneration report (excluding the Directors' remuneration policy) for the financial year ended 28 January 2017	41,396,581	*79.3 0	10,804,040	20.7 0	52,200,621
3. To approve the Directors' remuneration policy	52,512,669	99.82	93,429	0.18	52,606,098
4. To elect Tony Bennett as a Director of the Company	57,777,050	100.0 0	2,509	0.0 0	57,779,559
5. To re-elect Brian Brick as a Director of the Company	57,775,664	99.99	3,795	0.01	57,779,459
6. To re-elect Bryan Portman as Director of the Company	57,778,515	100.0 0	944	0.0 0	57,779,459

7. To re-elect Zoe Morgan as a Director of the Company	57,767,181	99.98	12,378	0.02	57,779,559
8. To re-elect Maurice Helfgott as a Director of the Company	57,772,481	99.99	7,378	0.01	57,779,859
9. To re-elect Debbie Hewitt as a Director of the Company	53,642,747	92.84	4,135,612	7.16	57,778,359
10. To re-elect Deloitte LLP as auditor of the Company	57,738,131	99.97	15,485	0.03	57,753,616
11. To authorise the Directors to set the remuneration of the auditor	57,773,397	99.99	4,346	0.01	57,777,743
12. To declare a final dividend for the financial year ended 28 January 2017 of 3.98 pence per ordinary share	57,779,859	100.0 0	0	0.0 0	57,779,859
13. To authorise the Directors to allot shares pursuant to section 551 of the Companies Act 2006	52,604,302	99.94	29,013	0.06	52,633,315
SPECIAL RESOLUTIONS					
14. To authorise the Directors to dis-apply pre-emption rights pursuant to sections 570 of the Companies Act 2006	52,600,302	91.04	5,177,257	8.96	57,777,559
15. To authorise the Company to make market purchases of its ordinary shares pursuant to section 701 of the Companies Act 2006	57,716,958	99.89	62,401	0.11	57,779,359
16. To approve general meetings of the Company (other than annual general meetings) to be held on not less than 14 clear days' notice	57,726,961	99.91	49,686	0.09	57,776,647

* The Directors note that Resolution 2 received a 'vote against' from our largest shareholder due to the level of disclosure around the strategic objectives, which were as follows:

Brand Awareness (5%), Customer Engagement (5%), Employee Engagement (5%), Hire Performance and progress on strategic plan (20%) and Digital Performance (15%)

Although the strategic element makes up 50% of the measures, the plan is entirely self-funded, with this component also subject to profit-delivery in the form of an underpin. As a result, the maximum bonus for the strategic objectives based element is only payable if the maximum annual bonus profit target has been met. This means that the strategic element is more demanding than at many other listed companies. While the targets associated with the strategic objectives are market-sensitive and competitive, the Committee will consider the level of bonus disclosure in the next remuneration report and will continue to follow best practice guidance.