

ConvaTec Group Plc
Results of Annual General Meeting
Reading, United Kingdom 9 May 2019 - Poll Result

ConvaTec Group Plc ("ConvaTec"), a leading global medical products and technologies company, held its annual general meeting today. The results of the poll held in relation to the resolutions proposed at the meeting are set out below.

Resolution	Votes For	%	Votes Against	%	Votes Total	% of ISC Voted	Votes Withheld
1. Receive Annual Reports and Accounts	1,575,538,540	100.00	2,829	0.00	1,575,541,369	80.13%	543,903
2. Approve the Directors' Remuneration Report	969,813,968	61.55	605,893,489	38.45	1,575,707,457	80.14%	377,814
3. Approve Final Dividend	1,576,084,188	100.00	0	0.00	1,576,084,188	80.16%	1,084
4. Re-elect Rick Anderson as a director	1,573,217,469	99.83	2,728,480	0.17	1,575,945,949	80.15%	139,323
5. Re-elect Frank Schulkes as a director	1,572,958,293	99.81	2,987,656	0.19	1,575,945,949	80.15%	139,323
6. Re-elect Jesper Ovesen as a director	1,449,805,632	92.00	126,138,817	8.00	1,575,944,449	80.15%	140,823
7. Re-elect Ros Rivaz as a director	1,438,203,922	91.28	137,371,231	8.72	1,575,575,153	80.13%	510,119
8. Re-elect Regina Benjamin as a director	1,574,381,440	99.90	1,564,509	0.10	1,575,945,949	80.15%	139,323
9. Re-elect Margaret Ewing as a director	1,574,012,144	99.88	1,933,805	0.12	1,575,945,949	80.15%	139,323
10. Elect Sten Scheibye as a director	1,573,315,958	99.83	2,628,491	0.17	1,575,944,449	80.15%	140,823
11. Re-appoint Deloitte LLP as auditors	1,576,075,654	100.00	7,835	0.00	1,576,083,489	80.16%	1,783
12. Authorise the Directors to agree the auditors' remuneration	1,575,937,624	100.00	7,835	0.00	1,575,945,459	80.15%	139,813
13. Authorise allotment of shares	1,547,503,417	98.34	26,073,883	1.66	1,573,577,300	80.03%	2,507,972
14. Renew the Scrip Dividend Scheme.	1,553,044,306	98.56	22,671,144	1.44	1,575,715,450	80.14%	369,822
15. Disapply pre-emption rights*	1,537,679,127	97.59	38,030,923	2.41	1,575,710,050	80.14%	375,222

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16. Disapply pre-emption rights in connection with an acquisition or specified capital investment*	1,485,134,202	94.37	88,580,827	5.63	1,573,715,029	80.04%	2,370,242
17. Authorise purchase of own shares*	1,575,202,274	99.97	524,653	0.03	1,575,726,927	80.14%	358,344
18. Authorise political donations and political expenditure	1,552,199,261	98.77	19,375,261	1.23	1,571,574,522	79.93%	4,510,750
19. Call general meetings on 14 days' notice*	1,529,148,452	97.30	42,426,837	2.70	1,571,575,289	79.93%	4,509,983

*Special Resolution

NOTES:

1. All resolutions were passed.
2. Votes "For" and "Against" are expressed as a percentage of votes received.
3. A "Vote withheld" is not a vote in law and is not counted in the calculation of the votes "For" or "Against" a resolution.
4. Total number of shares in issue at close of business on 8 May 2019 was 1,966,155,724 shares. 80.16% of capital was voted.
5. Computershare acted as scrutineer of the poll on all resolutions.

In accordance with Listing Rule 9.6.2, copies of the resolutions that do not constitute ordinary business that were passed at the annual general meeting have been submitted to the National Storage Mechanism and will be available for inspection at www.morningstar.co.uk/uk/NSM.

AGM - Resolution Two

The Board of ConvaTec is pleased to have received shareholder approval for all resolutions proposed at the AGM today. Naturally, the Board is disappointed with the lower level of support for the Directors' Remuneration Report for the year ending 31 December 2018. 38.45% shareholders voted against the resolution to approve the Remuneration Report, 61.55% voted in favour and 377,814 votes abstained. We have engaged in a dialogue with a number of shareholders and proxy advisors to discuss their questions and concerns.

In line with the Companies Act, ConvaTec will put a new Remuneration Policy to shareholders at the Company's next AGM, in May 2020. The new Policy will be designed under our new Remuneration Committee Chair, and ConvaTec will undertake a comprehensive consultation with shareholders to ensure that their views are understood and taken into consideration by the Remuneration Committee in its review of, and any proposed amendments to, the current Remuneration Policy.

Committee Changes

The Company is pleased to announce that Margaret Ewing, Non-Executive Director has been appointed Chair of the Nomination Committee and member of the Remuneration Committee, effective immediately. Rick Anderson, Executive Chairman, has been appointed Chair of the Corporate Responsibility Committee and member of the Nomination Committee, effective immediately. These changes follow the retirement of Sir Christopher Gent, at the AGM earlier today and as previously announced on 25 March 2019. This statement is made in accordance with Listing Rule 9.6.11.

About ConvaTec

ConvaTec is a global medical products and technologies company focused on therapies for the management of chronic conditions, with leading market positions in advanced wound care, ostomy care, continence and critical care, and infusion devices. ConvaTec's products provide a range of clinical and economic benefits including infection prevention, protection of at-risk skin, improved patient outcomes and reduced total cost of care. To learn more about ConvaTec, please visit www.convatecgroup.com where a copy of this announcement can also be found.

This information is provided by RNS
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