



Centamin plc ("Centamin" or "the Company")  
(LSE:CEY, TSX:CEE)

### Results of the Annual General Meeting

Centamin wishes to advise the results of the Annual General Meeting ("AGM") held at the Royal Yacht, Weighbridge, St Helier, Jersey, on Monday, 26 March 2018 at 10.00am (UK time). The results of each of the resolutions are set out below.

The Company's issued share capital eligible to be voted at the AGM on 26 March 2018 was 1,152,107,984 ordinary shares. Approximately 69% of the Company's issued share capital were voted at the AGM.

	VOTES FOR	%	VOTES AGAINST	%	VOTES WITHHELD <sup>(1)</sup>
<b>Ordinary Resolution 1</b> <i>Annual accounts, strategic and directors' report and auditor's report</i>	780,578,359	99.35	5,135,115	0.65	5,206,292
<b>Ordinary Resolution 2</b> <i>Declaration of a final dividend</i>	786,713,783	99.99	7,718	0.001	742,030
<b>Ordinary Resolution 3.1</b> <i>Approval of the remuneration report</i>	531,913,702	68.09	249,326,064	31.91	6,223,763
<b>Ordinary Resolution 3.2</b> <i>Approval of the remuneration policy</i>	372,494,622	47.99	403,620,079	52.01	11,347,428
<b>Ordinary Resolution 4</b> <i>Approval of increase in fees payable to non-executive directors</i>	782,828,143	99.89	883,457	0.11	1,323,813
<b>Ordinary Resolution 5.1</b> <i>Re-election of Mr Josef El-Raghy</i>	779,323,007	99.11	6,983,511	0.89	1,157,011
<b>Ordinary Resolution 5.2</b> <i>Re-election of Mr Andrew Pardey</i>	784,212,811	99.69	2,423,104	0.31	827,615
<b>Ordinary Resolution 5.3</b> <i>Election of Mr Ross Jerrard</i>	779,496,576	99.09	7,139,339	0.91	827,615
<b>Ordinary Resolution 5.4</b> <i>Re-election of Mr Gordon Edward Haslam</i>	595,669,680	76.23	185,691,837	23.77	6,102,012
<b>Ordinary Resolution 5.5</b> <i>Election of Mrs Alison Baker</i>	784,047,009	99.67	2,568,906	0.33	847,615
<b>Ordinary Resolution 5.6</b> <i>Re-election of Mr Mark Arnesen</i>	615,332,486	78.24	171,134,016	21.76	997,027
<b>Ordinary Resolution 5.7</b> <i>Re-election of Mr Mark Bankes</i>	617,129,920	78.45	169,497,084	21.55	836,527
<b>Ordinary Resolution 6.1</b> <i>Appointment of PricewaterhouseCoopers LLP (Auditor)</i>	789,656,456	99.95	412,599	0.05	829,142

<b>Ordinary Resolution 6.2</b> <i>Authorise the directors to agree the auditor's remuneration</i>	789,966,630	99.98	160,240	0.02	792,594
<b>Ordinary Resolution 7</b> <i>Authority to allot relevant securities</i>	770,781,404	97.56	19,314,800	2.44	823,559
<b>Special Resolution 8.1</b> <i>Disapplication of pre-emption rights</i>	778,748,464	98.56	11,366,379	1.44	804,921
<b>Special Resolution 8.2</b> <i>Further disapplication of pre-emption rights</i>	771,645,496	97.66	18,475,591	2.34	798,675
<b>Special Resolution 9</b> <i>Market purchase of ordinary shares</i>	785,949,741	99.91	744,065	0.09	769,723

<sup>(1)</sup> A "Vote Withheld" is not a vote in law and is not counted in the calculation of the proportion of the votes 'For' and 'Against' the resolution.

A copy of the results of the AGM, along with a copy of resolutions passed other than those concerning ordinary business at the AGM, have been submitted to the National Storage Mechanism at <http://www.morningstar.co.uk/uk/NSM>. The scrutineers of the poll were Computershare Investor Services (Jersey) Limited. The full text of each of the resolutions is set out in the Notice of AGM, a copy of which is available on the Centamin website at [www.centamin.com](http://www.centamin.com).

#### **Disclosure under E.2.2 of the Corporate Governance Code (the Code)**

Resolution 3.2, for the approval of the Remuneration Policy, received 52% of advisory votes against and therefore the resolution has not been passed.

It is also noted that there was a significant minority vote (more than 20%) against the Remuneration Report (Resolution 3.1) and the reappointment of Remuneration Committee members, Edward Haslam (Resolution 5.4), Mark Arnesen (Resolution 5.6) and Mark Bankes (Resolution 5.7).

The Board of Directors, with the support of the Remuneration Committee, will undertake a full review of the Remuneration Policy in 2018.

#### **Andrew Pardey, CEO commented:**

"The Company regularly engages with our major shareholders and proxy advisors for their input on, but not limited to, matters of remuneration. We are disappointed with the results of today's advisory vote against the Remuneration Policy. We will continue to proactively consult with our shareholders and proxy advisors to ensure their feedback is better understood and implemented where appropriate."

#### **For more information, please contact:**

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