

**Vectura Group plc**

**Results of the Annual General Meeting held on 29 May 2019 at the offices of Clifford Chance LLP, 10 Upper Bank Street, London E14 5JJ.**

RESOLUTION	VOTES FOR	%	VOTES AGAINST	%	VOTES TOTAL	VOTES WITHHELD
To receive the Company's Report and Accounts for the financial year ended 31 December 2018, including the independent auditor's report.	517,998,445	100.00	4,508	0.00	518,002,953	469,421
To approve the Directors' Remuneration Report for the year ended 31 December 2018 (excluding the Directors' Remuneration Policy).	483,282,866	94.56	27,808,998	5.44	511,091,864	7,381,219
To appoint Paul Fry as a Director of the Company	514,046,824	99.93	347,553	0.07	514,394,377	4,078,717
To appoint Anne Whitaker as a Director of the Company	514,339,705	99.99	62,129	0.01	514,401,834	4,069,450
To appoint Dr Kevin Matthews as a Director of the Company	514,350,219	99.99	53,220	0.01	514,403,439	4,069,645
To re-appoint Dr Per-Olof Andersson as a Director of the Company.	513,861,175	99.89	546,425	0.11	514,407,600	4,065,384
To re-appoint Bruno Angelici as a Director of the Company.	513,162,028	99.00	5,157,967	1.00	518,319,995	153,089
To re-appoint Dr Susan Foden as a Director of the Company	425,085,739	82.01	93,217,752	17.99	518,303,491	169,592
To re-appoint James Ward-Lilley as a Director of the Company	518,065,321	99.95	260,624	0.05	518,325,945	147,139
To re-appoint Neil Warner as a Director of the Company.	514,314,164	99.98	93,697	0.02	514,407,861	4,065,223
To re-appoint Dr Thomas Werner as a Director of the Company	458,303,304	88.79	57,883,040	11.21	516,186,344	2,286,739
To re-appoint Juliet Thompson as a Director of the Company.	472,531,745	95.86	20,428,966	4.14	492,960,711	25,512,373
To re-appoint KPMG LLP as the Company's auditor.	518,284,988	99.98	106,552	0.02	518,391,540	81,544

<b>To authorise the Audit Committee to determine the auditor's remuneration</b>	518,404,496	99.99	59,423	0.01	518,463,919	9,165
<b>To authorise political donations and expenditure.</b>	511,974,263	98.76	6,435,501	1.24	518,409,764	61,534
<b>To authorise the Directors to allot shares in the Company pursuant to section 551 of the Companies Act 2006</b>	506,231,970	97.64	12,224,364	2.36	518,456,334	16,750
<b>To authorise the disapplication of pre-emption rights.</b>	514,360,381	99.96	181,300	0.04	514,541,681	3,931,403
<b>To authorise the disapplication of pre-emption rights in relation to an acquisition or other capital investment.</b>	497,868,456	96.76	16,674,124	3.24	514,542,580	3,930,503
<b>To authorise market purchases of the Company's own shares.</b>	507,007,955	97.81	11,347,841	2.19	518,355,796	117,287
<b>To authorise the calling of any general meetings of the Company other than and not less than 14 clear days.</b>	511,686,911	98.69	6,783,009	1.31	518,469,920	3,164

\*NB: The percentage of votes cast for and against excludes withheld votes.