

## Devro plc (the “Company”)

### ANNUAL GENERAL MEETING

#### VOTING RESULTS / AVAILABILITY OF CORRESPONDING DOCUMENTS FOR PUBLIC INSPECTION

#### VOTING RESULTS

The Company announces that at its AGM held on 27 April 2016, all of the resolutions set out below were passed on a poll vote. The votes recorded were as follows:

<u>RESOLUTION</u>	<u>VOTES FOR</u>	<u>% OF VOTES CAST</u>	<u>VOTES AGAINST</u>	<u>% OF VOTES CAST</u>	<u>TOTAL VOTES CAST*</u>	<u>% OF TOTAL VOTING RIGHTS**</u>	<u>VOTES WITHHELD</u>
1. To receive the Company's accounts for the year ended 31 December 2015, together with the Directors' Report, the Strategic Report and the Auditors' Report on those accounts	129,148,821	99.08	1,193,167	0.92	130,341,988	78.08	2,982
2. To declare a final dividend for the year ended 31 December 2015	129,151,281	99.08	1,193,167	0.92	130,344,448	78.08	522
3. To re-elect as a Director Mr Gerard Hoetmer	108,119,262	99.01	1,077,599	0.99	109,196,861	65.41	21,148,109
4. To re-elect as a Director Mr Peter Page	129,441,240	99.31	896,468	0.69	130,337,708	78.08	7,262
5. To elect as a Director Mr Rutger Helbing	128,209,234	99.31	896,157	0.69	129,105,391	77.34	1,239,579
6. To re-elect as a Director Ms Jane Lodge	128,863,032	98.88	1,461,923	1.12	130,324,955	78.07	20,015
7. To re-elect as a Director Mr Paul Neep	127,490,326	97.83	2,830,226	2.17	130,320,552	78.07	24,418
8. To re-elect as a Director Mr Paul Withers	130,145,269	99.86	186,149	0.14	130,331,418	78.07	13,552
9. To re-appoint KPMG LLP as the Company's Auditors	129,643,390	99.47	690,900	0.53	130,334,290	78.08	10,680
10. To authorise the Audit Committee of the Board to determine the Auditors' remuneration	130,312,197	99.98	26,003	0.02	130,338,200	78.08	6,550
11. To approve the Remuneration Report for the year ended 31 December 2015	80,585,494	65.09	43,214,586	34.91	123,800,080	74.16	6,544,890

12. To renew the Directors' authority to allot new shares	126,563,578	97.11	3,768,190	2.89	130,331,768	78.07	13,202
13. To disapply pre-emption rights	127,839,968	99.28	928,189	0.72	128,768,157	77.14	1,576,813
14. To renew the authority for the Company to purchase its own shares	129,661,543	99.48	671,593	0.52	130,333,136	78.08	10,051
15. To approve a 14 day notice period for General Meetings other than Annual General Meetings	125,257,894	96.10	5,083,198	3.90	130,341,092	78.08	3,878

\* Total votes cast excludes votes withheld as a vote withheld is not a vote in law.

\*\* The total number of voting rights in the Company today, 27 April 2016 is 166,932,532.

The Board of Devro notes that, despite the resolution to approve the remuneration report being passed with the requisite majority, some 35% of votes were cast against the resolution.

The Company has engaged with shareholders to understand their concerns relating to the treatment of executives on cessation and will continue to consult on other remuneration matters going forward.

#### AVAILABILITY OF CORRESPONDING DOCUMENTS FOR PUBLIC INSPECTION

Pursuant to Listing Rule 9.6, the Company also confirms that a copy of all resolutions passed as special business at its AGM will shortly be made available for public inspection via the National Storage Mechanism.

27 April 2016

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