

Update statement regarding the Bunzl plc 2021 Annual General Meeting proxy voting

In accordance with the requirements of the Financial Reporting Council's 2018 UK Corporate Governance Code (the "Code"), Bunzl plc (the "Company") is providing this update statement in response to the voting outcome in respect of two resolutions that were proposed at the Company's annual general meeting held on 21 April 2021 (the '2021 AGM'). While resolutions 8 and 9 (relating to the re-appointment of Stephan Nanninga and the appointment of Vin Murria, respectively) were each passed with the necessary majority, 21.74% and 24.39% (respectively) of votes received were against.

Following the 2021 AGM, the Company offered meetings to those significant shareholders who lodged votes against the two resolutions in order to better understand their views and the reasons behind their voting decisions. Based on the responses received, the Company understands that the negative votes were a result of concerns that Stephan and Vin are overboarded in terms of calls on their time. During its engagement with shareholders, the Company sought to clarify the time commitments involved and to explain that certain of the external positions held by Stephan and Vin are on boards of special purpose acquisition companies, which are not 'full time' roles and involve considerably less time commitment than would ordinarily be associated with such positions in other listed companies.

While the Board recognises investor concerns as to the optimal level of director time commitments, as stated when publishing the 2021 AGM results and as discussed during the Company's meetings with shareholders, the Company's board of directors (the 'Board') is fully satisfied with both Stephan's and Vin's contribution and commitment of time to the Company, both in respect of their day-to-day obligations and at times of increased demand. The Board is confident that they each have sufficient capacity to meet their respective responsibilities and is unanimous in its conclusion that both Stephan and Vin bring valuable insights and increased diversity to the Board, discharging their roles as non-executive directors effectively.

The Board remains fully committed to shareholder and broader stakeholder engagement and welcomes ongoing dialogue with all of the Company's investors. A further update on this interaction will be set out in the Company's next Annual Report.