



Trainline plc (the “Company”)

1 July 2021

Results of AGM

All resolutions proposed at the Annual General Meeting of the Company held on 1 July 2021 were passed by shareholders.

Trainline plc Annual General Meeting Poll Results

| Resolution | Votes For | % | Votes Against | % | Votes Total | % Of ISC Voted | Votes Withheld |
|---|-------------|--------|---------------|-------|-------------|----------------------|-------------------|
| 1 To receive and approve the audited accounts for the year ended 28 February 2021, together with the strategic report, directors’ report and auditors’ report. | 436,650,489 | 99.52 | 2,108,338 | 0.48 | 438,758,827 | 91.28 | 304,916 |
| 2 To receive and approve the Directors’ Remuneration Report for the year ended 28 February 2021 | 428,779,665 | 97.66 | 10,283,918 | 2.34 | 439,063,583 | 91.34 | 160 |
| 3 To re-elect Brian McBride as a Director | 383,728,527 | 87.40 | 55,334,089 | 12.60 | 439,062,616 | 91.34 | 1,127 |
| 4 To re-elect Duncan Tatton-Brown as a Director | 436,656,932 | 99.45 | 2,405,685 | 0.55 | 439,062,617 | 91.34 | 1,126 |
| 5 To re-elect Kjersti Wiklund as a Director | 435,590,041 | 99.21 | 3,472,576 | 0.79 | 439,062,617 | 91.34 | 1,126 |
| 6 To re-elect Shaun McCabe as a Director | 427,117,452 | 97.28 | 11,945,952 | 2.72 | 439,063,404 | 91.34 | 339 |
| 7 To elect Andy Phillipps as a Director | 438,791,683 | 99.94 | 270,934 | 0.06 | 439,062,617 | 91.34 | 1,126 |
| 8 To elect Jennifer Duvalier as a Director | 439,006,021 | 99.99 | 56,596 | 0.01 | 439,062,617 | 91.34 | 1,126 |
| 9 To elect Jody Ford as a Director | 438,843,377 | 99.95 | 220,496 | 0.05 | 439,063,873 | 91.34 | 0 |
| 10 To appoint PwC LLP as auditors of the Company | 436,928,827 | 99.51 | 2,134,578 | 0.49 | 439,063,405 | 91.34 | 338 |
| 11 To authorise the Directors to determine the remuneration of the auditors | 439,061,586 | 100.00 | 2,157 | 0.00 | 439,063,743 | 91.34 | 0 |
| 12 To authorise political donations | 433,455,358 | 98.72 | 5,607,703 | 1.28 | 439,063,061 | 91.34 | 1,400 |
| 13 To authorise the Directors to allot shares, and grant rights to subscribe for or to convert securities into shares under section 551 Companies Act 2006 | 438,469,013 | 99.86 | 593,783 | 0.14 | 439,062,796 | 91.34 | 947 |
| 14 To disapply statutory pre-emption rights under section 570 Companies Act 2006 up to 5% of share capital* | 438,892,306 | 99.96 | 171,278 | 0.04 | 439,063,584 | 91.34 | 159 |
| 15 To disapply statutory pre-emption rights under section 570 Companies Act 2006 up to an additional 5% of share capital to finance acquisitions and capital investments* | 434,956,166 | 99.06 | 4,107,417 | 0.94 | 439,063,583 | 91.34 | 160 |



| | | | | | | | | |
|----|---|-------------|-------|-----------|------|-------------|-------|---------|
| 16 | To authorise the Company to make market purchases of its own ordinary shares* | 436,416,208 | 99.52 | 2,115,427 | 0.48 | 438,531,635 | 91.23 | 532,108 |
| 17 | To authorise the Company to call general meetings on not less than 14 clear day's notice* | 430,850,262 | 98.13 | 8,212,693 | 1.87 | 439,062,955 | 91.34 | 788 |

*Special resolutions

Results of the poll can also be viewed on the Company's website: <https://investors.thetrainline.com/AGM>

Please note a 'vote withheld' is not a vote under English law and is not counted in the calculation of votes 'for' and 'against' a resolution.

The total number of shares in issue as at 1 July 2021 was 480,680,508 Ordinary shares.

In accordance with Listing Rule 9.6.2 copies of the resolutions will be submitted to the National Storage Mechanism and will shortly be available for inspection at: <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>

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About Trainline

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