

20 September 2023

## ProCook Group plc

### Results of Annual General Meeting

ProCook Group plc, the UK's leading direct-to-consumer specialist kitchenware brand, announces that at the Company's Annual General Meeting held yesterday 19 September 2023, all resolutions put to shareholders were duly passed. Resolutions 1 to 11 were passed as ordinary resolutions and resolutions 12 to 16 were passed as special resolutions.

The results of the poll were as follows:

No.	Resolution	For		Against		Votes Withheld	Total issued share capital instructed
		Number of shares	%	Number of shares	%	Number of shares	%
1	To receive the reports of the Directors and the financial statements for the year ended 2 April 2023 together with the report of the auditor thereon.	81,644,830	99.996%	2,951	0.004%	8,968	74.936%
2	To receive the Directors' Remuneration Report for the financial year ended 2 April 2023.	81,637,556	99.979%	17,225	0.021%	1,968	74.942%
3	To re-elect Greg Hodder as a Director of the Company.	81,641,195	99.984%	13,183	0.016%	2,371	74.942%
4	To re-elect Luke Kingsnorth as a Director of the Company.	81,636,867	99.978%	17,914	0.022%	1,968	74.942%
5	To re-elect Daniel O'Neill as a Director of the Company.	81,636,867	99.978%	17,914	0.022%	1,968	74.942%
6	To re-elect David Stead as a Director of the Company.	81,641,598	99.984%	13,183	0.016%	1,968	74.942%
7	To re-elect Dan Walden as a Director of the Company.	81,636,867	99.978%	17,914	0.022%	1,968	74.942%
8	To re-appoint Mazars LLP as Auditor of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.	81,649,287	99.993%	5,494	0.007%	1,968	74.942%
9	To authorise the Audit and Risk Committee to determine the remuneration of the Company's Auditor.	81,649,287	99.996%	2,951	0.004%	4,511	74.940%
10	That amendments to the ProCook Group plc Performance Share Plan 2021 and Deferred Bonus Plan 2021 be approved (see Notice for details).	81,582,287	99.911%	72,494	0.089%	1,968	74.942%
11	That the Directors be authorised to allot Equity Securities within the parameters set out in the Notice.	81,581,884	99.920%	65,494	0.080%	9,371	74.936%
12*	That, subject to resolution 11 being passed, the Directors be authorised to allot Equity Securities for cash as if section 561 of the CA2006 did not apply within the parameters set out in the Notice.	81,581,884	99.911%	72,494	0.089%	2,371	74.942%
13*	THAT, subject to resolution 11 being passed and in addition to resolution 12, the Directors be authorised to allot Equity Securities for						

	cash as if section 561 of the CA2006 did not apply within the parameters set out in the Notice.	81,581,884	99.911%	72,494	0.089%	2,371	74.942%
14*	That, the Company be authorised to make market purchases of Ordinary Shares on the terms set out in the Notice.	81,650,646	99.995%	4,135	0.005%	1,968	74.942%
15*	That the Company be authorised to hold general meetings (other than annual general meetings) on not less than 14 days' notice (see Notice).	81,591,830	99.996%	2,951	0.004%	61,968	74.887%
16*	That, for the purpose of qualifying the Company as a B Corporation, with immediate effect, the articles of association of the Company be amended as further set out in the Notice.	81,642,287	99.988%	9,951	0.012%	4,511	74.940%
* special resolution							

For the purposes of the FCAListing Rules, the Concert Party (being Michael O'Neill, Daniel O'Neill, Sarah O'Neill, and Daniel O'Neill and Sarah O'Neill as trustees of the O'Neill 2021 Discretionary Settlement) is a controlling shareholder as a result of it holding 75,835,918 shares (36,589,016 shares, 17,048,725 shares, 14,798,785 shares and 7,399,392 shares respectively). Each resolution to elect independent non-executive directors (resolutions 4 and 6) has under Listing Rule 9.2.2E been approved by a majority of the votes cast by: (i) the shareholders of the Company as a whole; and (ii) the independent shareholders of the Company, that is, all the shareholders entitled to vote on each resolution excluding the controlling shareholder, as set out in the table below.

Independent Issued Share Capital: 33,120,706							
No.	Resolution	For		Against		Votes Withheld	Total issued share capital instructed
		Number of shares	%	Number of shares	%	Number of shares	%
4	To elect Luke Kingsnorth as a Director of the Company.	6,642,941	99.731%	17,914	0.269%	1,968	6.113%
6	To elect David Stead as a Director of the Company.	6,647,672	99.802%	13,183	0.198%	1,968	6.113%

**Notes:**

- All resolutions were passed.
- Proxy appointments which gave discretion to the Chairman of the AGM have been included in the "For" total for the appropriate resolution.
- Votes "For" and "Against" any resolution are expressed as a percentage of votes validly cast for that resolution.
- A "Vote withheld" is not a vote in law and is not counted in the calculation of the percentage of shares voted "For" or "Against" any resolution nor in the calculation of the proportion of "Total issued share capital instructed" for any resolution.
- The number of shares in issue at the close of business on 18 September 2023 was 108,956,624 and at that time, the Company did not hold any shares in treasury.
- The proportion of "Total issued share capital instructed" for any resolution is the total of votes validly cast for that resolution (i.e. the total votes "For" and "Against" that resolution) expressed as a percentage of the Share Capital.
- The full text of the resolutions passed at the AGM can be found in the Notice of Annual General Meeting which is available on the Investors section of the Company's website: <https://www.procookgroup.co.uk/investors/reports-and-presentations/>
- A copy of resolutions 12-16 passed at the AGM will shortly be submitted to the National Storage Mechanism and will be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.
- These poll results will be available shortly on the Investors section of the Company's website at <https://www.procookgroup.co.uk/investors/mns>.

**For further information please contact:**

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