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24 June 2024

**SysGroup plc**  
("SysGroup", the "Group", or the "Company")  
**Result of General Meeting and Total Voting Rights**

SysGroup (AIM:SYS), the technology partner for delivery and management of cloud, data and security services to power Artificial Intelligence and Machine Learning transformation, is pleased to announce that, at the General Meeting held earlier today, all resolutions set out in the notice of General Meeting contained in the Circular dated 6 June 2024 were duly passed.

Capitalised terms used but not otherwise defined in this announcement shall have the meanings given to them in the Company's announcement made at 5:11 p.m. on 6 June 2024, unless the context requires otherwise.

**Result of the Meeting**

Details of the results of the voting at the General Meeting, including the number of proxy votes for and against each of the resolutions proposed, and the number of proxy votes withheld, are set out below. Resolutions 1, 3, 5 and 6 were proposed and passed as ordinary resolutions and resolutions 2 and 4 were proposed and passed as special resolutions.

	For		Against		Withheld
	Votes	% of votes cast	Votes	% of votes cast	Votes
1. To authorise the allotment of Shares pursuant to the Fundraising	36,947,561	99.77	85,700	0.23	7,748
2. To authorise the disapplication of pre-emption rights under the authority given by Resolution 1	36,947,561	99.77	85,700	0.23	7,748
3. To authorise the Directors to allot additional shares in the Company pursuant to section 551 of the Companies Act 2006	37,032,332	100.00	929	0.00	7,748
4. To authorise the disapplication of pre-emption rights under the authority given by Resolution 3	37,032,332	100.00	929	0.00	7,748
5. To approve the rules and authorise the directors to adopt and implement the VCP	37,032,332	100.00	929	0.00	7,748
6. To approve the rules					

and authorise the directors to adopt and implement the PSP	37,032,332	100.00	929	0.00	7,748
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The total number of proxy votes received were 37,033,261. Votes withheld are not votes in law and so have not been included in the calculation of the proportion of votes for and against a resolution. There were no votes received giving discretion to the Chairman.

The passing of the Resolutions is one of the conditions to completion of the Fundraising, and as a result of the votes cast in their favour, that particular condition has been satisfied. Completion of the Fundraising remains conditional upon Admission, which is expected to occur on 26 June 2024.

#### **Admission and Total Voting Rights**

Application will be made to the London Stock Exchange for admission of the 34,019,007 New Ordinary Shares to trading on AIM ("**Admission**"). It is expected that Admission will become effective and dealings in the New Ordinary Shares will commence at 8.00 a.m. on 26 June 2024.

Following the Admission, the Company's issued ordinary share capital will comprise 85,515,091 Ordinary Shares, of which 2,561,394 are held in treasury. Therefore, the number of Total Voting Rights in the Company will be 82,953,697, and this figure may be used by Shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, the voting rights of the Company under the FCA's Disclosure Guidance and Transparency Rules.

#### **Director and PDMR Shareholdings**

Following completion of the Fundraising including the Retail Offer, the following Directors and PDMRs are interested in the following:

<i>Director / PDMR</i>	<i>Position</i>	<i>Existing beneficial interest in Ordinary Shares</i>	<i>% of current share capital</i>	<i>New Ordinary Shares subscribed for</i>	<i>Ordinary Shares after Fundraise</i>	<i>% of Enlarged Share Capital</i>
Heejae Chae	Executive Chairman	6,950,000	14.2	757,575	7,707,575	9.3
Owen Phillips	Chief Finance Officer	-	-	60,606	60,606	0.1
Paul Edwards	Non-Executive Director	-	-	151,515	151,515	0.2
Mike Fletcher <sup>1</sup>	Non-Executive Director	77,193	0.2	45,454	122,647	0.1
Mark Reilly	Non-Executive Director	-	-	45,454	45,454	0.1
Davin Cushman	Non-Executive Director	-	-	303,030	303,030	0.4
Wendy Baker <sup>2</sup>	Company Secretary	-	-	181,818	181,818	0.2

<sup>1</sup> Shares will be registered through Colston Trustees Limited

<sup>2</sup> Shares will be registered in the name of Wendy Baker & Organon Pension Trustees Limited as Trustees of the Organon SIPP re W Baker

**For further information, please contact:**

**SysGroup plc**

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Heejae Chae, Executive Chairman  
Owen Phillips, Chief Financial Officer

**Zeus** (Nominated Adviser and Broker)

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Jordan Warburton  
Nick Cowles  
Alex Campbell-Harris  
Nick Searle

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