

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 (the "AGM") held yesterday 11 September 2024, all resolutions put to shareholders were duly passed. Resolutions 1 to 12 were passed as ordinary resolutions and resolutions 13 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 31 March 2024 together with the report of the auditor thereon.	80,233,159	99.997	2,518	0.003	0	73.640
2	To receive the Directors' Remuneration Report for the financial year ended 31 March 2024.	80,223,616	99.985	12,061	0.015	0	73.640
3	To re-elect Greg Hodder as a Director of the Company.	80,225,159	99.987	10,518	0.013	0	73.640
4	To re-elect Daniel O'Neill as a Director of the Company.	80,223,613	99.985	12,064	0.015	0	73.640
5	To re-elect David Stead as a Director of the Company.	80,223,613	99.985	12,064	0.015	0	73.640
6	To re-elect Dan Walden as a Director of the Company.	80,260,927	99.985	12,064	0.015	0	73.674
7	To elect Meg Lustman as a Director of the Company.	80,269,473	99.996	3,518	0.004	0	73.674
8	To elect Lee Tappenden as a Director of the Company.	80,267,927	99.994	5,064	0.006	0	73.674
9	To re-appoint Forvis 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.	80,267,930	99.994	5,061	0.006	0	73.674
10	To authorise the Audit and Risk Committee to determine the remuneration of the Company's Auditor.	80,229,616	99.996	3,518	0.004	2,543	73.638
11	That amendments to the ProCook Group plc IPO Employee Share Plan be approved (see Notice for details).	80,232,159	99.996	3,518	0.004	0	73.640
12	That the Directors be authorised to allot Equity Securities within the parameters set out in the Notice.	80,232,159	99.996	3,518	0.004	0	73.640
13*	That, subject to resolution 12 being passed, the Directors be authorised to allot Equity Securities for cash as if section 561 of the CA 2006 did not apply within the parameters set out in the Notice.	80,232,159	99.996	3,518	0.004	0	73.640
14*	That, subject to resolution 12 being passed and in addition						

	being passed and in addition to resolution 13, the Directors be authorised to allot Equity Securities for cash as if section 561 of the CA 2006 did not apply within the parameters set out in the Notice.	80,232,159	99.996	3,518	0.004	0	73.640
15*	That, the Company be authorised to make market purchases of Ordinary Shares on the terms set out in the Notice.	80,232,159	99.996	3,518	0.004	0	73.640
16*	That the Company be authorised to hold general meetings (other than annual general meetings) on not less than 14 days' notice (see Notice).	80,232,159	99.996	3,518	0.004	0	73.640
* special resolution							

For the purposes of the FCA Listing 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 75,435,918 shares (36,589,016 shares, 17,048,725 shares, 14,798,785 shares and 6,999,392 shares respectively). Each resolution to elect independent non-executive directors (resolutions 5 and 7) have 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: 33,520,706							
No.	Resolution	For		Against		Votes Withheld	Total issued share capital instructed
		Number of shares	%	Number of shares	%	Number of shares	%
5	To re-elect David Stead as a Director of the Company.	6,629,687	99.818	12,064	0.182	0	6.096
7	To elect Meg Lustman as a Director of the Company.	6,675,547	99.947	3,518	0.053	0	6.130

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 11 September 2024 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/rns>.

For more information, please contact:

Procook Group plc

Lee Tappenden, Chief Executive Officer

Dan Walden, Chief Financial Officer

MHP Communications (Financial PR Adviser)

Katie Hunt

Catherine Chapman

procook@mhpgroup.com

Tel: +44 (0)7711 191 518

This information is provided by RNS, the news service of the London Stock Exchange. RNS is approved by the Financial Conduct Authority to act as a Primary Information Provider in the United Kingdom. Terms and conditions relating to the use and distribution of this information may apply. For further information, please contact ms@lse.com or visit www.ms.com.

RNS may use your IP address to confirm compliance with the terms and conditions, to analyse how you engage with the information contained in this communication, and to share such analysis on an anonymised basis with others as part of our commercial services. For further information about how RNS and the London Stock Exchange use the personal data you provide us, please see our [Privacy Policy](#).

END

RAGLBMMTMTABTJI