

18 November 2024

Vistry Group PLC ('Company' or 'Vistry')

Update on Annual General Meeting re-election of Gregory Paul Fitzgerald vote

At the Company's annual general meeting ('AGM') held on 16 May 2024, 79.28% of votes were received in favour of Resolution 3, the vote to approve the re-election of Gregory Paul Fitzgerald.

The Board has actively engaged with shareholders both before and after the AGM in respect of a range of corporate governance matters and has a detailed understanding of shareholder views. The Board understands that the primary concerns from some shareholders was in relation to the combination of the role of the CEO and Chair, which was a departure from the UK Corporate Governance Code.

In making the decision to combine the CEO and Chair roles, the Board recognised the importance of maintaining independent oversight in Board leadership positions. As a result, Rob Woodward was elected as a Director at the AGM and appointed Senior Independent Director to provide additional oversight on governance matters and serve as an alternative point of communication for investors and the other Non-Executive Directors, thereby securing an appropriate division of responsibilities between management and oversight. Since appointment Rob has held a series of calls with shareholders to establish such dialogue on the corporate governance arrangements.

In addition, the Board has facilitated an external Board evaluation which included an assessment of the combined role of CEO and Chair, the results of which will be disclosed in the 2024 Annual Report and Accounts.

The Board is grateful to shareholders for their engagement and acknowledges that through the process shareholders have expressed different perspectives. The Company remains committed to ongoing dialogue with shareholders and will continue to engage to ensure that the Company understands shareholders' views and is able to consider feedback, as well as to provide clarity on the Company's approach to succession planning going forward.

Vistry Group PLC

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