

Vistry Group PLC (Company No: 00306718) ('Company')

Results of Poll Voting - AGM 2025

At the Company's 2025 Annual General Meeting ('AGM') held on Wednesday 14 May 2025, all resolutions put to the AGM were voted on by poll and were passed by shareholders. The results will be available shortly on the Company's website www.vistrygroup.co.uk.

In accordance with Listing Rule 6.4.2, copies of the resolutions that do not constitute ordinary business at an AGM are being submitted to the National Storage Mechanism and will shortly be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>

For information, the results of the poll voting are given below:

1. To receive the audited accounts of the Company for the year ended 31 December 2024, together with the Strategic report, Directors' report and the Independent Auditors report on those accounts.	219,738,231	99.97%	64,266	0.03%	219,802,497
2. To approve the Directors' Remuneration Report.	160,749,469	72.97%	59,544,445	27.03%	220,293,914
3. To re-elect Gregory Paul Fitzgerald as director of the Company.	206,331,102	93.14%	15,190,915	6.86%	221,522,017
4. To re-elect Timothy Charles Lawlor as a director of the Company.	218,751,436	98.76%	2,751,256	1.24%	221,502,692
5. To re-elect Rowan Clare Baker as a director of the Company.	198,654,995	89.68%	22,866,820	10.32%	221,521,815
6. To re-elect Helen Owers as a director of the Company.	197,378,358	89.61%	22,880,388	10.39%	220,258,746
7. To re-elect Usman Shamshad Nabi as a director of the Company.	217,227,208	98.06%	4,295,572	1.94%	221,522,780
8. To re-elect Paul William Whetsell as a director of the Company.	193,241,822	87.23%	28,280,066	12.77%	221,521,888
9. To re-elect Robert Stanley Lawrence Woodward as a director of the Company.	194,728,984	87.91%	26,791,691	12.09%	221,520,675
10. To re-elect Alice Elizabeth Woodwark as a director of the Company.	198,671,804	89.68%	22,853,315	10.32%	221,525,119
11. To re-appoint PricewaterhouseCoopers LLP as auditors of the Company.	219,578,607	99.67%	725,430	0.33%	220,304,037
12. To authorise the Audit Committee (for and on behalf of the Board of Directors) to determine the remuneration of the auditors.	221,477,203	99.97%	60,176	0.03%	221,537,379
13. To authorise the Company to make Political Donations.	211,556,455	95.49%	9,984,244	4.51%	221,540,699
14. Authority to allot shares.	217,547,244	98.25%	3,886,044	1.75%	221,433,288
15. Authority to dis-apply pre-emption rights.	209,704,923	94.71%	11,704,342	5.29%	221,409,265
16. Additional authority to disapply pre-emption rights.	208,943,276	94.37%	12,468,352	5.63%	221,411,628
17. That a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.	217,211,874	98.04%	4,345,145	1.96%	221,557,019
18. Authority to purchase own shares.	219,532,602	99.11%	1,980,159	0.89%	221,512,761
19. To authorise the conversion of the Company's merger reserve to additional distributable reserves.	221,448,927	99.97%	61,233	0.03%	221,510,160

The issued share capital used to calculate the percentages above was 327,413,857 ordinary shares of 50p each which excludes the 390,070 shares held in Treasury.

A 'vote withheld' is not a vote in law and has not been counted in the calculation of votes for and against.

Board response to Resolution 2 - To approve the Directors' Remuneration Report

While pleased that all proposals at the AGM were supported by a significant majority of shareholders, the Board notes that more than 20% of votes were cast against Resolution 2 which received an advisory vote of 72.97%. The Board understands shareholders were concerned with the decision not to apply malus and clawback to the FY23 bonus and 2021 LTIP vesting outcomes. As disclosed within the 2024 Annual Report and Accounts, the Remuneration Committee considered multiple factors, including the quantum of the adjustment, shareholder experience, pay outcomes for 2024 and the impact of the cost issues on future awards. The Committee assessed the impact of these events taking account of its malus and clawback discretionary powers, taking a holistic approach. The Remuneration Committee weighed up all of these factors and determined not to exercise discretion to take any action in respect of the FY23 bonus or 2021 LTIP outcomes. The Board has actively engaged with shareholders over the course of the last year and we will continue to do so, to remain cognisant of their views for future remuneration decisions. In line with the UK Corporate Governance Code, we will publish an update within six months of the 2025 AGM.



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