

Alpha Group International plc (the "Company")

Results of Annual General Meeting

The Annual General Meeting (the "**Meeting**") of the Company was held on Thursday 15 May 2025 at 9.30am (London time).

The results of the voting by way of a poll on the ordinary and special resolutions put to the Meeting, and set out in the Notice of the Meeting (the "**AGM Notice**") dated 17 April 2025, were as follows:

No	RESOLUTION	VOTES FOR ²	%	VOTES AGAINST	%	TOTAL VOTES ³	% of ISC VOTED	VOTES WITHHELD ⁴
1	To receive the Directors' report and the accounts for the Company for the year ended 31 December 2024	34,191,015	100.00	95	0.00	34,191,110	80.69	42,429
2	To approve the Directors' Remuneration Policy	33,866,468	98.93	365,383	1.07	34,231,851	80.79	1,688
3	To approve the Directors' Remuneration Report	32,865,296	96.96	1,031,453	3.04	33,896,749	80.00	336,790
4	To increase the limit on the aggregate sum that may be paid as Non-Executive Directors' fees	28,301,086	99.68	91,101	0.32	28,392,187	67.01	7,758
5	To declare a final dividend of 14.0 pence per share	34,220,625	99.96	12,494	0.04	34,233,119	80.79	420
6	To elect Dame Jayne-Anne Gadhia as a Director	31,717,277	92.65	2,515,520	7.35	34,232,797	80.79	741
7	To elect Nicole Coll as a Director	34,224,718	99.98	8,080	0.02	34,232,798	80.79	741
8	To re-elect Timothy Butters as a Director	33,937,395	99.14	295,403	0.86	34,232,798	80.79	741
9	To re-elect Vijay Thakrar as a Director	32,677,300	95.46	1,555,498	4.54	34,232,798	80.79	741
10	To re-elect Timothy Powell as a Director	33,925,195	99.10	307,603	0.90	34,232,798	80.79	741
11	To re-elect Clive Kahn as a Director	34,074,660	99.54	158,138	0.46	34,232,798	80.79	741
12	To re-appoint BDO LLP as auditors of the Company	33,985,648	99.28	247,161	0.72	34,232,809	80.79	730
13	To authorise the Directors to determine the auditors' remuneration	34,026,874	99.40	205,935	0.60	34,232,809	80.79	730
14	To authorise the Company to make political donations or incur political expenditure	34,164,341	99.80	68,735	0.20	34,233,076	80.79	463
15	To authorise the Directors to allot shares	32,841,858	95.94	1,391,119	4.06	34,232,977	80.79	561
16	To authorise the Directors to disapply statutory pre-emption rights in respect of 10% of the Company's issued share capital	33,735,600	98.55	497,366	1.45	34,232,966	80.79	572
17	To authorise the Directors to disapply statutory pre-emption rights in respect of an additional 10% of the Company's issued share capital	32,464,242	94.83	1,768,724	5.17	34,232,966	80.79	572
18	To authorise the Company to buy back shares	34,192,650	100.00	932	0.00	34,193,582	80.70	39,957
19	To authorise the Directors to call a general meeting other than an annual general meeting on not less than 14 clear days' notice	32,767,946	95.72	1,465,173	4.28	34,233,119	80.79	420
20	To authorise the regularisation of certain							

regulation of certain procedural requirements in connection with the Relevant Distributions (as described in the AGM Notice) ¹	28,390,349	100.00	932	0.00	28,391,281	67.00	8,664
---	------------	--------	-----	------	------------	-------	-------

¹ For the full text of the resolution, see the AGM Notice available on the Company's website.

² The "For" votes include those giving the Chair discretion.

³ In relation to Resolution 4, the votes of directors or former directors who held office at the time when decisions to approve payments to Non-Executive Directors in excess of the limit in the Articles were approved have been disregarded. In relation to Resolution 20, votes have not been cast on a total of 5,221,448 shares held by current directors and former directors (and their associates).

⁴ 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" the resolution.

Following the passing of Resolution 20, and as described in the AGM Notice published by the Company on 17 April 2025, the Company has today entered into:

- a deed of release in respect of its shareholders;
- deeds of release in respect of the directors and former directors of the Company; and
- a buy-back deed between the Company and Panmure Liberum pursuant to which the Company has today purchased 1,063,556 ordinary shares. These shares will be held in treasury.

As set out in the AGM Notice, following a review of the position ahead of publication of the Group's results it became apparent that despite there being ample distributable reserves available in the Group, insufficient amounts had been transferred to the Company to support the entirety of the share buyback programmes commenced during 2024 (the "**Buyback Programmes**") and the 2024 interim dividend payment. On further investigation the Company has also identified further issues in historic periods totalling £0.7 million, concerning the interim dividends declared in 2017 and 2021 (together with the 2024 interim dividend, the "**Relevant Dividends**"). As a result £25.3 million of the total distribution (comprising c.£22.8m million of share buybacks made between 7 February 2024 and 17 March 2025 (the "**Relevant Share Buybacks**") and c.£2.5 million related to the Relevant Dividends was made otherwise than in accordance with the Companies Act 2006 (the "**Act**").

The deeds of release approved at the AGM today release the shareholders who received the Relevant Dividends and the directors of the Company at the time the Relevant Share Buybacks and the Relevant Dividends (together, the "Relevant Distributions") were made from any claims that the Company may have had against them.

The entry by the Company into a deed of release in respect of the claims it may have against persons who were directors in connection with the Relevant Distributions constitutes a related party transaction (the "**Related Party Transaction**") pursuant to UK Listing Rules 8.1.7R and 8.2.1R because each of the current directors of the Company (Tim Butters, Nicole Coll, Dame Jayne-Anne Gadhia, Clive Kahn, Tim Powell and Vijay Thakrar) and the former director of the Company (Morgan Tillbrook) who were in office at the time any of the Relevant Distributions were made (together the "**Directors**") are related parties for the purposes of the UK Listing Rules.

In the opinion of the Board, which has been so advised by Panmure Liberum acting as Sponsor, the Related Party Transaction is fair and reasonable as far as Shareholders are concerned.

Full details of the poll results will also be available on the Company's website www.alphagroup.com/investors shortly.

Copies of resolutions passed at the Meeting concerning items other than ordinary business will shortly be available for inspection on the FCA National Storage Mechanism which can be accessed at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>

Enquiries:

Alpha Group International plc
Clive Kahn, CEO
Tim Powell, CFO

Via Alma

Panmure Liberum (Joint Broker)
Max Jones
James Sinclair-Ford

+44 (0) 20 3100 2000

Peel Hunt (Joint Broker)
Neil Patel
Paul Gillam
Kate Bannatyne

+44 (0) 20 7418 8900

**Alma Strategic Communications
(Financial Public Relations)**
Iosh Rovston

+44 (0) 20 3405 0205

John Hyslop
Andy Bryant
Kinvara Verdon
Louisa El-Ahwal

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 rns@seg.com or visit www.rns.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

RAGSFSFFIEISESI