

14 November 2025

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

**Update on Annual General Meeting advisory vote to approve the Directors' Remuneration Report**

At the Company's annual general meeting ('AGM') held on 14 May 2025, 72.97% of votes were received in favour of Resolution 2, the advisory vote to approve the Directors' Remuneration Report.

The Directors' Remuneration Report is set out on pages 126 to 142 of the Company's 2024 Annual Report and Accounts, [Annual Report and Accounts 2024 - ara-2024-25-all-spreads-v1.pdf](#).

The Board has actively engaged with shareholders both before and after the AGM, and 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 is grateful to shareholders for their engagement and acknowledges that through the engagement process shareholders have expressed different perspectives. The Board remains committed to ongoing shareholder engagement and will continue to do so to ensure the Company is cognisant of shareholder views for future remuneration decisions, as well as provide clarity on the Company's approach to remuneration going forward.

**Vistry Group PLC**

Clare Bates

Chief People Officer, General Counsel & Group Company Secretary

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