

18 December 2025

**Card Factory plc**

(the "Company" or "cardfactory")

**Update statement on 2025 Annual General Meeting ("AGM")**

cardfactory, the UK's leading specialist retailer of greeting cards, gifts and celebration essentials, reports the outcome of the additional shareholder consultation following the 2025 AGM.

At the Company's 2025 Annual General Meeting, held on 19 June 2025, all resolutions were passed with the requisite majority. However, the Company received more than 20% of votes cast against Resolution 12 (Authority to allot shares), Resolution 13 (Authority to disapply pre-emption rights) and Resolution 14 (Additional authority to disapply pre-emption rights).

In accordance with the UK Corporate Governance Code, the Board sought consultations with the 13 largest shareholders, holding (in aggregate) 58% of the company's issued share capital, to seek their views and better understand any concerns.

Of the six shareholders who engaged in this consultation, three reported that they supported Resolution 12, Resolution 13 and Resolution 14.

Feedback from shareholders who voted against Resolution 12, Resolution 13 and Resolution 14 was primarily due to dissatisfaction with equity dilution arising from employee share awards, which has been addressed by the share buyback programme, which launched on 30 October 2025, following a statement of intention to effect such a programme in the Interim Results announcement on 30 September 2025.

One shareholder encouraged a focus on investment in the core cardfactory business rather than acquisitions. The Board notes this view along with other shareholder views which were in support of the areas for strategic growth and will evaluate all investments to seek to drive long term shareholder value.

**Enquiries**

**Card Factory plc**

Darcy Willson-Rymer, Chief Executive Officer  
Matthias Seeger, Chief Financial Officer

via Teneo (below)

**Teneo**

James Macey White / Anthony Di Natale

+44 (0) 207 353 4200

[cardfactory@teneo.com](mailto:cardfactory@teneo.com)

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](mailto:rns@seg.com) or visit [www.ms.com](http://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

RAGGPGMPPUPAGMM