RNS Number : 3395F
Shawbrook Group PLC
21 May 2026

Shawbrook Group plc - Result of Annual General Meeting 21 May 2026

Following the Annual General Meeting of Shawbrook Group plc (the "Company") held today at Floor 10, 40 Leadenhall Street, London EC3A 2BJ, the Company announces the results of the poll vote for each resolution as follows.

All 20 resolutions were duly passed by the requisite majority. Resolutions 18, 19 and 20 were passed as special resolutions.

As at 19 May 2026 (being the latest date by which shareholders who wanted to vote at the Annual General Meeting must have been entered on the Company's Register of Members) the total number of voting rights in the Company was 519,687,271.

Poll Results

Res.	Resolution	Votes For	%	Votes Against	%	Votes Withheld	%ISC voted
1	To receive the Company's Annual Report & Accounts for the year ended 31 December 2025	471,039,844	*99.66%*	1,607,581	*0.34%*	298,942	*90.95%*
2	To approve the Directors' Remuneration Report for the year ended 31 December 2025 (advisory)	452,228,782	*95.78%*	19,904,748	*4.22%*	812,837	*90.85%*
3	To approve the Directors' Remuneration Policy	471,141,991	*99.62%*	*1,793,622*	*0.38%*	10,754	*91.00%*
4	To re-appoint John Callender as a Director	469,479,908	*99.27%*	3,457,524	*0.73%*	8,935	*91.00%*
5	To re-appoint Marcelino Castrillo as a Director	472,722,719	*99.97%*	153,231	*0.03%*	70,417	*90.99%*
6	To re-appoint Janet Connor as a Director	472,871,201	*99.99%*	66,043	*0.01%*	9,123	*91.00%*
7	To re-appoint Andrew Didham as a Director	471,207,142	*99.63%*	1,730,603	*0.37%*	8,622	*91.00%*
8	To re-appoint Cédric Dubourdieu as a Director	470,947,733	*99.58%*	1,990,567	*0.42%*	8,067	*91.00%*
9	To re-appoint Lindsey McMurray as a Director	451,601,147	*95.55%*	21,025,390	4.45%	319,830	90.94%
10	To re-appoint Dylan Minto as a Director	472,745,204	*99.96%*	193,597	*0.04%*	7,566	*91.00%*
11	To re-appoint Lan Tu as a Director	469,624,450	*99.30%*	3,313,537	*0.70%*	8,380	*91.00%*
12	To re-appoint Michele Turmore as a Director	468,026,574	*98.96%*	4,911,413	*1.04%*	8,380	*91.00%*
13	To re-appoint Derek Weir as a Director	469,627,166	*99.30%*	3,311,250	*0.70%*	7,951	*91.00%*
14	To re-appoint KPMG LLP as Auditors	470,437,696	*99.47%*	2,500,633	*0.53%*	8,038	*91.00%*
15	To authorise the Audit Committee to fix the remuneration of the Auditors	472,753,237	*99.96%*	187,289	*0.04%*	5,841	*91.00%*
16	To authorise UK political donations and expenditure up to an aggregate of £50,000	472,722,603	*99.95%*	218,595	*0.05%*	5,169	*91.00%*
17	To authorise the Directors to allot shares	472,025,296	*99.81%*	916,471	*0.19%*	4,600	*91.01%*
18	To disapply pre-emption rights (general)	469,276,612	*99.20%*	3,797,471	*0.80%*	6,330	*91.03%*
19	To disapply pre-emption rights in connection with acquisitions or specified capital investments	467,701,006	*98.86%*	5,373,855	*1.14%*	5,552	*91.03%*
20	To authorise the Company to call general meetings on not less than 14 clear days' notice	470,828,160	*99.55%*	2,112,501	*0.45%*	5,706	*91.00%*

Resolutions 18, 19 and 20 were passed as special resolutions requiring a majority of not less than 75% of votes cast. All other resolutions were proposed as ordinary resolutions.

A vote Withheld is not a vote in law and is not counted in the calculation of the proportion of votes

"For" and "Against" a resolution.

Resolution 2 (Remuneration Report) is an advisory vote only.

Percentages are calculated as a proportion of total votes cast excluding withheld votes and are rounded to two decimal places.

The votes "For" include those giving the Chair of the AGM discretion.

Independent Shareholder Vote - Independent Director Elections (Resolutions 4, 6, 7 and 11-13)
Resolutions 4, 6, 7 and 11 to 13 related to the election and re-election of Independent Non-Executive Directors. Under the UK Listing Rules (LR 6.4.6R), because PSC Marlin Holdco Limited and Marlinbass Limited each control more than 30 per cent. of the voting rights of the Company, the re-election of an Independent Director must be approved by a majority of both: (i) the shareholders of the Company; and (ii) the independent shareholders of the Company (that is, the shareholders of the Company entitled to vote on the election of Independent Directors who are not PSC Marlin Holdco Limited or Marlinbass Limited).

The votes cast by all shareholders on each of these resolutions are set out in the main table above. The Company has separately counted the number of votes cast by independent shareholders in favour of each of these resolutions. The results of the independent shareholder count are set out below.

Res.	Resolution	Votes For	%	Votes Against	%	Votes Withheld
4	To re-appoint John Callender as a Director	*79,136,242*	*95.81%*	*3,457,524*	*4.19%*	*8,935*
6	To re-appoint Janet Connor as a Director	*82,527,535*	*99.92%*	*66,043*	*0.08%*	*9,123*
7	To re-appoint Andrew Didham as a Director	*80,863,476*	*97.90%*	*1,730,603*	*2.10%*	*8,622*
11	To re-appoint Lan Tu as a Director	*79,280,784*	*95.99%*	*3,313,537*	*4.01%*	*8,380*
12	To re-appoint Michele Turmore as a Director	*77,682,908*	*94.05%*	*4,911,413*	*5.95%*	*8,380*
13	To re-appoint Derek Weir as a Director	*79,283,500*	*95.99%*	*3,311,250*	*4.01%*	*7,951*

Each of Resolutions 4, 6, 7 and 11 to 13 was approved by a majority of all votes cast and a majority of independent shareholder votes cast.

In accordance with UK Listing Rule 6.4.13R, copies of the resolutions that do not constitute ordinary business at an annual general meeting are available for inspection at the National Storage Mechanism at https://data.fca.org.uk/#/nsm/nationalstoragemechanism.

A full text of the resolutions can be found in the Notice of Meeting which is available on the Company's website at www.investors.shawbrook.co.uk.

For Shareholder enquiries, please contact:
Andy Nicholson
Group Company Secretary
CompanySecretary@shawbrook.co.uk

For further information, please contact:
Zander Swinburne
Teneo
shawbrook@teneo.com

About Shawbrook
Shawbrook is a UK bank providing specialist lending and savings products to consumers, SMEs and professional real estate investors. Our business model combines specialist lending expertise with a scalable, technology-enabled platform and disciplined credit underwriting. Shawbrook serves approximately 600,000 customers through its portfolio of brands. Shawbrook Group plc is listed on the London Stock Exchange and is a constituent of the FTSE 250 Index.

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