

St. James's Place plc ("SJP plc")

Result of Annual General Meeting ("AGM")

SJP plc's AGM was held on Thursday, 18 May 2023 at 11.00am at The Royal Aeronautical Society, 4 Hamilton Place, London, W1J 7BQ.

The results of the polls on all resolutions put to the meeting are set out below.

	<b>Resolution</b>	<b>Votes For</b>	<b>%</b>	<b>Votes Against</b>	<b>%</b>	<b>Total votes validly cast</b>	<b>% of relevant shares in issue</b>	<b>Votes Withheld</b>
1	To receive the Company's annual accounts and reports of the Directors and auditors	432,232,652	99.85	668,467	0.15	432,901,119	78.92	210,232
2	To declare a final dividend	426,391,894	98.45	6,718,098	1.55	433,109,992	78.96	1,359
3	To receive and approve the 2023 Directors' Remuneration Policy	421,579,842	97.35	11,475,885	2.65	433,055,727	78.95	54,287
4	To receive and approve the Directors' Remuneration Report	334,253,454	77.85	95,081,071	22.15	429,334,525	78.27	3,775,589
5	To re-elect Andrew Croft as a Director	432,952,218	99.96	153,425	0.04	433,105,643	78.96	5,308
6	To re-elect Craig Gentle as a Director	431,573,872	99.65	1,507,936	0.35	433,081,808	78.96	27,936
7	To re-elect Emma Griffin as a Director	427,768,693	98.92	4,657,400	1.08	432,426,093	78.84	684,988
8	To re-elect Rosemary Hilary as a Director	425,956,479	98.50	6,469,613	1.50	432,426,092	78.84	684,989
9	To re-elect Lesley-Ann Nash as a Director	428,449,398	98.95	4,531,695	1.05	432,981,093	78.94	129,988

	<b>Resolution</b>	<b>Votes For</b>	<b>%</b>	<b>Votes Against</b>	<b>%</b>	<b>Total votes validly cast</b>	<b>% of relevant shares in issue</b>	<b>Votes Withheld</b>
10	To re-elect Paul Manduca as a Director	386,717,824	90.94	38,539,018	9.06	425,256,842	77.53	7,854,239
11	To re-elect John Hitchins as a Director	432,633,905	99.92	344,855	0.08	432,978,760	78.94	130,984
12	To elect Dominic Burke as a Director	432,952,590	99.99	26,693	0.01	432,979,283	78.94	131,798
13	To re-appoint PwC as the Auditors of the Company	413,377,378	95.57	19,171,249	4.43	432,548,627	78.86	562,824
14	To authorise the Group Audit Committee to determine the Auditors' remuneration	419,633,458	96.89	13,462,917	3.11	433,096,375	78.96	13,739
15	To authorise the Directors to allot shares	427,154,532	98.63	5,925,761	1.37	433,080,293	78.96	29,158
16	To authorise the Directors to disapply pre-emption rights	431,221,459	99.58	1,830,831	0.42	433,052,290	78.95	57,824
17	To authorise the Company to purchase its own shares	428,935,580	99.05	4,130,042	0.95	433,065,622	78.95	45,829
18	To authorise the calling of general meetings on 14 clear days' notice	410,973,418	94.89	22,132,804	5.11	433,106,222	78.96	5,229

The number of Ordinary Shares in issue as at 6.00pm on 16 May 2023 was 548,504,069. Shareholders are entitled to one vote per share. A vote withheld is not a vote in law and is not counted in the calculation of the proportion of votes validly cast.

Resolutions 1 to 15 were passed as Ordinary Resolutions and Resolutions 16 to 18 were passed as Special Resolutions. The full text of the resolutions can be found in the Notice of Meeting, which is available on the Company's website at [www.sjp.co.uk/shareholders/shareholder-meetings](http://www.sjp.co.uk/shareholders/shareholder-meetings).

#### **Resolution 4: Directors' Remuneration Report**

While the Board is pleased that all resolutions were carried with large majorities, it notes that resolution 4 to approve the Directors' Remuneration Report, received c.22% of votes against.

The Board is committed to continuing our engagement with shareholders to understand the views of those who voted against resolution 4 and will consult with them over the next few months to listen carefully to feedback and determine any next steps.

In accordance with the UK Corporate Governance Code, a further statement will be published detailing the outcome of the shareholder engagement, including any actions taken as a result, within six months and a final summary will be included in the Company's 2023 Annual Report.

### **Board changes**

Following the Annual General Meeting, Simon Jeffreys and Roger Yates stepped down as Directors of the Company. The Board confirms that Dominic Burke was appointed as Senior Independent Director of St. James's Place plc on 18 May 2023. The Board has also approved the following changes to the composition of its Committees:

- Subject to regulatory approval, Emma Griffin will be appointed as Chair of the Group Remuneration Committee and John Hitchins as Chair of the Group Audit Committee;
- Dominic Burke will join the Group Remuneration Committee with effect from 18 May 2023; and
- Dominic Burke, Emma Griffin and John Hitchins will join the Group Nomination and Governance Committee with effect from 18 May 2023.

The Board would like to place on record its appreciation and gratitude for the contributions of Simon Jeffreys and Roger Yates during their time on the Board. The Board and the wider SJP Community wish them well in their future endeavors.

In accordance with paragraph 9.6.2R of the Listing Rules, SJP plc will submit copies of the Resolutions passed at the meeting (other than Resolutions concerning ordinary business) to the FCA National Storage Mechanism and will shortly be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>

Jonathan Dale  
Company Secretary  
Tel: +44 (0)1285 717237

18 May 2023

Neither the contents of the Company's website nor the contents of any website accessible from hyperlinks on this announcement (or any other website) is incorporated into, or forms part of, this announcement.