

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

Result of Annual General Meeting ("AGM")

SJP plc's AGM was held at 10am on Thursday, 7 May 2020 at 30 Lombard Street, London EC3V 9BQ.

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

	Resolution	Total votes validly cast	Percentage of relevant shares in issue (%)	For	For (% of shares voted)	Against	Against (% of shares voted)	Votes withheld
1	To receive the Company's annual accounts and reports of the Directors and auditors thereon for the year ended 31 December 2019.	444,703,370	82.87%	444,121,495	99.87	581,875	0.13	276,798
3	To re-elect Iain Cornish as a Director.	414,552,673	77.25%	410,417,592	99.00	4,135,081	1.00	30,427,495
4	To re-elect Andrew Croft as a Director.	444,971,010	82.92%	444,093,571	99.80	877,439	0.20	9,159
5	To re-elect Ian Gascoigne as a Director.	444,961,816	82.92%	443,765,622	99.73	1,196,194	0.27	18,353
6	To re-elect Craig Gentle as a Director	444,971,215	82.92%	443,206,187	99.60	1,765,028	0.40	8,953
7	To re-elect Simon Jeffreys as a Director.	444,970,738	82.92%	424,149,499	95.32	20,821,239	4.68	9,430
8	To re-elect Patience Wheatcroft as a Director.	444,969,738	82.92%	440,830,819	99.07	4,138,919	0.93	9,430
9	To re-elect Roger Yates as a Director.	444,970,527	82.92%	440,816,062	99.07	4,154,465	0.93	9,641
10	To elect Emma Griffin as a Director.	444,942,226	82.91%	444,917,967	99.99	24,259	0.01	37,942

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11	To elect Rosemary Hillary as a Director.	444,969,314	82.92%	442,650,923	99.48	2,318,391	0.52	10,854
12	To elect Helena Morrissey as a Director.	444,681,749	82.87%	444,042,542	99.86	639,207	0.14	298,419
13	To approve the Directors' Remuneration Report for the year ended 31 December 2019.	414,421,336	77.23%	394,152,448	95.11	20,268,888	4.89	30,558,831
14	To approve the 2020 Directors' Remuneration Policy.	444,916,595	82.91%	421,389,944	94.71	23,526,651	5.29	63,572
15	To re-appoint PwC as the auditors of the Company to hold office until the conclusion of the next General Meeting at which accounts are laid before the Company.	444,973,406	82.92%	431,127,445	96.89	13,845,961	3.11	6,761
16	To authorise the Directors to determine the remuneration of the auditors of the Company.	444,975,161	82.92%	434,861,535	97.73	10,113,626	2.27	5,007
17	To authorise the Directors to allot shares.	444,943,594	82.91%	442,058,302	99.35	2,885,292	0.65	36,574
18	To approve the amendments to the trust deed and rules of the St. James's Place Share Incentive Plan.	444,917,391	82.91%	443,425,864	99.66	1,491,527	0.34	62,777
19	To approve the amendments to the rules of the St. James's Place Sharesave Option Plan.	444,927,391	82.91%	442,702,268	99.50	2,225,123	0.50	52,777

	Resolution	Total votes validly cast	Percentage of relevant shares in issue (%)	For	For (% of shares voted)	Against	Against (% of shares voted)	Votes withheld
20	To approve the amendments to the rules of the St. James's Place Company Share Option Plan.	444,927,390	82.91%	438,085,699	98.46	6,841,691	1.54	52,777
21	To approve the rules of the St. James's Place Performance Share Plan.	444,926,038	82.91%	439,829,059	98.85	5,096,979	1.15	54,127
22	To approve the rules of the St. James's Place Deferred Bonus Plan.	444,906,097	82.91%	444,706,771	99.96	199,326	0.04	74,071
23	To disapply pre-emption rights on shares.	444,894,053	82.90%	444,838,377	99.99	55,676	0.01	88,115
24	To authorise the Company to purchase its own shares.	444,728,739	82.87%	440,174,675	98.98	4,554,064	1.02	251,428
25	To authorise the calling of general meetings (other than Annual General Meetings) on 14 clear days' notice.	444,973,321	82.92%	426,778,898	95.91	18,194,423	4.09	6,847
26	To approve and adopt new Articles of Association.	444,908,723	82.91%	441,941,453	99.33	2,967,270	0.67	71,444

The number of Ordinary Shares in issue as at 6.00pm on 5 May 2020 was 536,631,281. 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.

Resolution 1 and Resolutions 3 to 22 were passed as Ordinary Resolutions and Resolutions 23 to 26 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).

As notified to the market on 30 April 2020, the Board withdrew its recommendation to pay a final dividend and, as a consequence of this, Resolution 2 (to approve the final dividend) was not put to the AGM.

In accordance with paragraph 9.6.2R of the Listing Rules, SJP plc has submitted copies of the Resolutions passed at the meeting (other than Resolutions concerning ordinary business) to the UK Listing Authority via the National Storage Mechanism.

In accordance with paragraph 9.2.6E of the Listing Rules, SJP plc has also submitted a copy of its Articles of Association dated 7 May 2020, which is the document that sets out rights attached to its listed shares, to the UK Listing Authority via the National Storage Mechanism.

These documents will shortly be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>

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7 May 2020

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.