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## **Section 430(2B) Companies Act 2006 Statement**

As we announced on 13 September, Andrew Croft will step down from the Board and from the position of Chief Executive Officer of St. James's Place plc (Company), effective 1 December 2023. The information below is required under section 430(2B) of the Companies Act 2006.

Mr Croft will continue to receive his base salary and contractual benefits until the end of his notice period on 13 September 2024. Mr Croft will be paid in accordance with his service agreement and the Company's Directors' Remuneration Policy.

Mr Croft will be eligible for an annual bonus award for the financial year ending 31 December 2023, pro-rated for the period he was a member of the Board of the Company, and subject to the achievement of performance conditions. To the extent that any annual bonus award is made, 50% of it will be deferred for three years and invested in the Company's shares under the terms of the Deferred Bonus Plan. He will not be eligible for annual bonus in respect of the financial year ending 31 December 2024.

Mr Croft will be treated as a good leaver in respect of his outstanding awards under the Deferred Bonus Plan and the Performance Share Plan (PSP) and accordingly the unvested awards under these plans will vest on the normal vesting dates. PSP awards will be subject to the achievement of performance conditions and pro-rating in respect of his period of employment. He will not receive a PSP award in 2024. PSP awards will continue to be subject to the post-vesting holding periods in accordance with the rules of the PSP.

Mr Croft's unvested Company Share Option Plan (CSOP) awards will vest on the normal vesting dates, subject to the achievement of performance conditions and pro-rating in respect of his period of employment. He will not receive a CSOP award in 2024 and CSOP awards will continue to be subject to the post-vesting holding periods in accordance with the rules of the CSOP.

Malus and clawback provisions will apply to any awards or payments made to Mr Croft under any of the above awards and share plans.

In respect of his unvested Sharesave options, Mr Croft will be able to continue to save in the Sharesave plan and exercise the options in accordance with the rules of the Sharesave plan. Shares held in the Share Incentive Plan (SIP) will be released to Mr Croft on leaving in accordance with the rules of the SIP.

In line with the Directors' Remuneration Policy, Mr Croft will be required to maintain a shareholding equivalent to 300% of his base salary at the date he steps down from the Board for two years post-cessation.

Mr Croft will receive no additional compensation or payment for the termination of his service contract or his ceasing to be a director of the Company or any other Group Company, except for the Company paying legal fees up to £25,000 plus VAT.

Full details of Mr Croft's remuneration arrangements will be published in the Directors' Remuneration Report of the Company's Annual Report and Accounts 2023 and 2024 as applicable.

1 December 2023