

15 June 2023

SHAFTESBURY CAPITAL PLC (the “Company”)

RESOLUTIONS PASSED AT 2023 ANNUAL GENERAL MEETING

The results of the voting by poll on the resolutions put to the Company’s 2023 Annual General Meeting held on 15 June 2023 are as follows:

Resolutions	For:	%	Against:	%	Total votes cast (excluding withheld):	% of issued share capital	Withheld:
1. To receive the accounts and reports of the Directors and the Auditors for the year ended 31 December 2022	1,441,247,303	99.94	819,179	0.06	1,442,066,482	73.83%	3,468,947
2. To approve the Directors’ Remuneration Policy	1,279,525,790	89.18	155,218,849	10.82	1,434,744,639	73.46%	10,790,790
3. To approve the Directors’ Remuneration Report for the year ended 31 December 2022 (other than the Directors’ Remuneration Policy)	1,312,086,833	91.45	122,652,343	8.55	1,434,739,176	73.46%	10,796,253
4. To elect Jonathan Nicholls as a Director	1,379,733,602	96.16	55,071,094	3.84	1,434,804,696	73.46%	10,730,733
5. To re-elect Ian Hawksworth as a Director	1,434,694,901	99.99	107,195	0.01	1,434,802,096	73.46%	10,733,333
6. To re-elect Situl Jobanputra as a Director	1,433,928,430	99.94	873,666	0.06	1,434,802,096	73.46%	10,733,333
7. To elect Chris Ward as a Director	1,387,926,271	96.73	46,878,425	3.27	1,434,804,696	73.46%	10,730,733
8. To elect Richard Akers as a Director	1,386,676,028	96.65	48,128,668	3.35	1,434,804,696	73.46%	10,730,733
9. To elect Ruth Anderson as a Director	1,386,673,536	96.65	48,134,838	3.35	1,434,808,374	73.46%	10,727,055
10. To re-elect Charlotte Boyle as a Director	1,431,052,097	99.90	1,385,501	0.10	1,432,437,598	73.34%	13,097,831
11. To elect Helena Coles as a Director	1,386,674,039	96.65	48,134,335	3.35	1,434,808,374	73.46%	10,727,055
12. To re-elect Anthony Steains as a Director	1,433,418,314	99.90	1,383,782	0.10	1,434,802,096	73.46%	10,733,333
13. To elect Jennelle Tilling as a Director	1,377,058,923	95.98	57,749,451	4.02	1,434,808,374	73.46%	10,727,055
14. To re-appoint PricewaterhouseCoopers LLP as Auditors	1,385,464,973	95.87	59,701,981	4.13	1,445,166,954	73.99%	368,475
15. To authorise the Audit Committee of the Board to determine the Auditor’s remuneration	1,437,500,166	99.47	7,670,647	0.53	1,445,170,813	73.99%	364,616

16. To authorise the Directors to offer newly issued shares instead of cash in respect of any dividends declared	1,393,990,522	97.15	40,835,132	2.85	1,434,825,654	73.46%	10,709,775
17. To authorise the Directors to allot the unissued share capital up to a specified amount (s.551) (Companies Act 2006)	1,278,770,445	89.27	153,668,751	10.73	1,432,439,196	73.34%	13,096,233
18. Special Resolution: To disapply pre-emption provisions of s.561(1) of the Companies Act 2006 up to the extent specified	1,337,554,074	93.22	97,250,989	6.78	1,434,805,063	73.46%	10,730,366
19. Special Resolution: To disapply pre-emption provisions of s.561(1) of the Companies Act 2006 up to the additional extent specified	1,298,675,647	90.51	136,129,416	9.49	1,434,805,063	73.46%	10,730,366
20. Special Resolution: To authorise the Company to purchase its own shares	1,410,236,815	97.82	31,411,117	2.18	1,441,647,932	73.81%	3,971,179
21. Special Resolution: To allow General Meetings (other than AGMs) to be held on 14 clear days' notice	1,339,917,579	93.38	94,980,172	6.62	1,434,897,751	73.47%	10,721,360

Notes:

1. Any proxy appointments which gave discretion to the Chairman have been included in the 'for' total.
2. A 'vote withheld' is not a vote in law and is not counted in the calculation of the proportion of the votes for or against a resolution.
3. The total issued share capital and total number of voting rights is: 1,953,170,495 ordinary shares. Every shareholder has one vote for every ordinary share held. This figure includes 128,350,796 ordinary shares in issue, held as security by a group entity under the terms of the £275 million exchangeable bond which will not vote whilst held by a group entity. On average 73.53% (1,436,237,706 ordinary shares) of the total number of voting rights voted. The percentage of shares voted, once the 128,350,796 ordinary shares held as security by a group entity under the terms of the £275 million exchangeable bond have been excluded was approximately 78.71%.

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

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