

**Headlam Group plc**  
('Headlam' or the 'Company')

**2023 Annual General Meeting ('AGM') Poll Results**

The Board of Headlam is pleased to announce that all the resolutions put to its shareholders at the AGM held earlier today were duly passed by the requisite majorities on a poll.

In accordance with Listing Rule 9.6.2, copies of the special business resolutions (16, 17, 18, and 19) passed at the AGM will be submitted to the National Storage Mechanism and will shortly be available for inspection at: <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

The results of the poll for each resolution are shown below:

	Resolution	Votes For (including discretionary votes)		Votes Against		Votes Withheld	Total Votes Cast (excluding Votes Withheld)	
		No. of Votes	% of votes cast	No. of Votes	% of votes cast	No. of Shares	No. of Votes	% of Issued Share Capital**
1.	Receive the Annual Report and Accounts	65,194,836	99.99	1,090	0.01	953	65,195,926	80.72
2.	Approve the Remuneration Policy	57,419,745	90.72	5,873,173	9.28	1,903,961	63,292,918	78.36
3.	Approve the Remuneration Report	62,593,843	99.22	492,960	0.78	2,110,076	63,086,803	78.11
4.	Declare the final ordinary dividend	64,984,045	99.99	3,270	0.01	209,564	64,987,315	80.46
5.	Elect Jemima Bird	64,985,775	99.99	1,090	0.01	210,014	64,986,865	80.46
6.	Elect Karen Hubbard	64,986,225	99.99	1,090	0.01	209,564	64,987,315	80.46
7.	Elect Robin Williams	64,028,074	98.52	959,241	1.48	209,564	64,987,315	80.46
8.	Re-elect Chris Payne	64,114,682	98.66	872,633	1.34	209,564	64,987,315	80.46
9.	Re-elect Keith Edelman	61,115,487	94.04	3,871,377	5.96	210,015	64,986,864	80.46
10	Re-elect Stephen Bird	63,570,559	97.82	1,416,756	2.18	209,564	64,987,315	80.46
11	Re-appoint PricewaterhouseCoopers LLP as the Auditor	65,042,895	99.76	153,377	0.24	607	65,196,272	80.72
12	Authorise the Directors to determine Auditor's remuneration	65,191,782	99.99	4,490	0.01	607	65,196,272	80.72
13	Authorise allotment of shares	63,064,955	97.05	1,919,835	2.95	212,089	64,984,790	80.46
14	Approve the Headlam Management Incentive Plan	63,824,375	97.91	1,364,079	2.09	8,425	65,188,454	80.71
15	Approve amendment to the Headlam 2017 Performance Share Plan	63,956,037	98.10	1,237,810	1.90	3,032	65,193,847	80.72
16	Disapply pre-emption rights* (General)	57,725,473	88.83	7,258,867	11.17	212,539	64,984,340	80.46

17	Disapply pre-emption rights* (Acquisition or Capital Investment)	57,725,473	88.54	7,468,274	11.46	3,132	65,193,747	80.72
18	Authorise purchase of own shares*	65,039,768	99.76	154,429	0.24	2,943	65,055,197	80.55
19	Call general meetings on 14 days' notice*	59,936,025	91.93	5,260,247	8.07	607	65,196,272	80.72

\* Indicates a special resolution requiring a 75% majority of votes cast

\*\* Excludes treasury shares

**Notes:**

- 1 A vote 'Withheld' is not a vote in law and is not counted in the calculation of the proportion of votes 'For' or 'Against' a resolution, the total votes validly cast or the calculation of the proportion of issued share capital voted.
- 2 As at the voting record date, Headlam had 85,639,209 ordinary shares in issue, of which 80,761,694 held voting rights.
- 3 To calculate the proxy votes as a percentage of shares in issue, treasury shares were excluded.
- 4 Adam Phillips joined the Board of Directors as Chief Financial Officer with effect from 20 March 2023. Due to the technical requirements of Headlam's Articles of Association, Adam was required to vacate his statutory director position at the conclusion of the 2023 Annual General Meeting. He was formally re-elected as a statutory director by the board of directors following the 2023 Annual General Meeting, and will be required to retire from office and apply for re-election at the 2024 Annual General Meeting. Adam does not hold any shares in Headlam, and there is no further information required to be disclosed pursuant to Listing Rule 9.6.13R.

**Enquiries:**

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