

PensionBee Group plc
Incorporated in England and Wales
Registration Number: 13172844
LEI: 2138008663P5FHGPZV74
ISIN: GB00BNDRLN84



18 May 2023

PensionBee Group plc

Results of 2023 Annual General Meeting

PensionBee Group plc (the 'Company') announces the results of the voting by a poll on the resolutions put to its Annual General Meeting ('AGM') held at 2.00 p.m. on Thursday 18 May 2023.

Resolutions 1 to 14 were passed as ordinary resolutions and resolutions 15 to 17 were passed as special resolutions.

In accordance with UK Listing Rule 9.6.2, a copy of the resolutions passed at the AGM, other than resolutions concerning ordinary business, will be submitted to the Financial Conduct Authority's National Storage Mechanism and will shortly be available to view at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

The total number of votes received on each resolution was as follows:

PensionBee Group plc Annual General Meeting - 18 May 2023 - Poll Result							
	Votes For (Notes 1, 2)		Votes Against (Note 2)		Votes Withheld (Note 3)	Total Votes Cast (Note 4)	Total Votes Cast as a % of Issued Share Capital (Note 5)
Resolution	No. of Shares	%	No. of Shares	%			
1. To receive the Company's Annual Report and Financial Statements 2022.	143,962,714	100.00	5,391	0.00	363	143,968,105	64.36
2. To approve the Director's Remuneration Report.	142,932,937	99.28	1,032,769	0.72	2,762	143,965,706	64.36
3. To approve the Director's Remuneration Policy.	142,882,040	99.28	1,032,769	0.72	53,659	143,914,809	64.34
4. To reappoint Romi Savova as an Executive Director.	143,961,955	100.00	4,327	0.00	2,186	143,966,282	64.36
5. To reappoint Jonathan Lister Parsons as an Executive Director.	143,949,770	100.00	4,327	0.00	14,371	143,954,097	64.36
6. To appoint Christoph J. Martin as an Executive Director.	143,962,339	100.00	4,124	0.00	2,005	143,966,463	64.36
7. To reappoint Mark Wood CBE as a Non-Executive Director.	143,911,418	99.96	55,324	0.04	1,726	143,966,742	64.36
8. To reappoint Mary Francis CBE as an Independent Non-Executive Director.	143,962,742	100.00	3,721	0.00	2,005	143,966,463	64.36

9. To reappoint Michelle Cracknell CBE as an Independent Non-Executive Director.	142,427,921	98.93	1,538,821	1.07	1,726	143,966,742	64.36
10. To reappoint Lara Oyesanya FRSA as an Independent Non-Executive Director.	143,911,542	99.96	54,921	0.04	2,005	143,966,463	64.36
11. To reappoint Deloitte LLP as the Company's auditor.	143,960,807	100.00	5,656	0.00	2,005	143,966,463	64.36
12. To authorise the Audit Committee of the Company to determine the auditor's remuneration on behalf of the Board.	143,961,734	100.00	5,311	0.00	1,423	143,967,045	64.36
13. To authorise the Company to make Political Donations.	143,873,472	99.94	92,841	0.06	2,155	143,966,313	64.36
14. To authorise the Directors to allot shares.	142,863,156	99.27	1,052,386	0.73	52,926	143,915,542	64.34
15. To authorise Directors to disapply pre-emption rights.	142,847,366	99.23	1,102,709	0.77	18,393	143,950,075	64.36
16. To authorise additional authority to disapply statutory pre-emption rights.	142,853,320	99.23	1,104,542	0.77	10,606	143,957,862	64.36
17. To authorise the calling of general meetings on 14 days' notice.	135,202,322	93.91	8,762,170	6.09	3,976	143,964,492	64.36
Independent Shareholder Votes Only *							
8. To reappoint Mary Francis CBE as an Independent Non-Executive Director. *	50,292,020	99.99	3,721	0.01	2,005	50,295,741	38.90
9. To reappoint Michelle Cracknell CBE as an Independent Non-Executive Director. *	48,757,199	96.94	1,538,821	3.06	1,726	50,296,020	38.90
10. To reappoint Lara Oyesanya FRSA as an Independent Non-Executive Director. *	50,240,820	99.89	54,921	0.11	2,005	50,295,741	38.90

Notes:

1. Any proxy appointments which gave discretion to the Chair have been included in Votes For.
2. Votes For and Votes Against are expressed as a percentage of Total Votes Cast, which includes Votes For and Votes Against, but excludes the Votes Withheld. Percentages are rounded to 2 decimal places.
3. A Vote Withheld is not a vote in law and is not counted in the calculation of the Votes For or Votes Against a resolution.
4. Total Votes Cast includes the Votes For and Votes Against, but excludes the Votes Withheld.
5. Total Votes Cast as a % of Issued Share Capital is based on 223,677,329 PensionBee Group plc ordinary shares in issue as at 18 May 2023. Ordinary shareholders are entitled to one vote per share held.

* Under the Listing Rules, because Romi Savova is a controlling shareholder of the Company (that is, she exercises or controls more than 30% of the voting rights of the Company), the election of any independent director by shareholders must be approved by a

majority vote of both: (1) the shareholders of the Company; and (2) the independent shareholders of the Company (that is, the shareholders of the Company entitled to vote on the election of Directors who are not controlling shareholders of the Company). Under the Listing Rules, anyone who holds shares in the Company and is deemed to be acting in concert with Romi Savova is also treated as a controlling shareholder for the purposes of these voting requirements. Therefore, the votes of these persons are excluded when calculating the votes of the independent shareholders. Resolutions 8 to 10 were therefore proposed as ordinary resolutions which all shareholders may vote on, but in addition, the Company separately counts the number of votes cast by independent shareholders in favour of the resolutions (as a proportion of the total votes of independent shareholders cast on the resolutions) to determine whether the second threshold referred to in (2) has been met.

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About PensionBee

PensionBee is a leading online pension provider, making pension management easy for its customers while they save for a happy retirement.

PensionBee helps its customers combine their old pension pots, make flexible contributions, invest in line with their goals and values and make withdrawals from the age of 55 (increasing to 57 in 2028). PensionBee offers a range of investment plans, including fossil fuel free options, from some of the world's largest asset managers.

Operating in the £1 trillion market of Defined Contribution pension assets, PensionBee has grown rapidly through its direct-to-consumer marketing activities, creating a household brand name for the mass market.

The Company has £3,379m in Assets Under Administration and 198,000 Invested Customers as at 31 March 2023. PensionBee has consistently maintained a Customer Retention Rate in excess of 95% and an Excellent Trustpilot rating, reflecting its commitment to outstanding customer service.