

W.A.G payment solutions plc – AGM 2023 Poll Results

Shareholders are informed that the results of the poll on the resolutions put before the annual general meeting of W.A.G payment solutions plc on 11 May 2023 are:

Resolutions		Votes for	%	Votes Against	%	Total shares for and against	% of total voting rights	Votes withheld
1.	To receive the Company's annual report and audited financial statements for the period ended 31 December 2022.	591,596,572	100.00	0	0.00	591,596,572	85.87	0
2.	To receive and approve the Directors' Remuneration Report for the period ended 31 December 2022.	590,773,551	99.86	823,021	0.14	591,596,572	85.87	0
3.	To re-elect Paul Manduca as a Director.	583,805,127	98.68	7,791,445	1.32	591,596,572	85.87	0
4.	To re-elect Martin Vohánka as a Director.	591,534,068	99.99	62,504	0.01	591,596,572	85.87	0
5.	To re-elect Mirjana Blume as a Director.	591,132,336	99.92	464,236	0.08	591,596,572	85.87	0
6.	To re-elect Sharon Baylay-Bell as a Director.	591,131,836	99.92	464,736	0.08	591,596,572	85.87	0
7.	To re-elect Morgan Seigler as a Director.	591,534,568	99.99	62,004	0.01	591,596,572	85.87	0
8.	To re-elect Susan Hooper as a Director.	591,131,836	99.92	464,736	0.08	591,596,572	85.87	0
9.	To re-elect Caroline Brown as a Director. <i>Following Caroline's decision to retire from the Board of the Company on 11 May 2023, the Board confirms the resolution to re-elect Caroline Brown as a Director of the Company (Resolution 9 of the Company's Notice of AGM dated 12 April 2023) was withdrawn.</i>	-	-	-	-	-	-	-
10.	To re-appoint PricewaterhouseCoopers LLP as auditor of the Company.	591,534,568	99.99	62,004	0.01	591,596,572	85.87	0
11.	To authorise the Audit and Risk Committee to determine the remuneration of the Auditor.	591,534,568	99.99	62,004	0.01	591,596,572	85.87	0
12.	To authorise the Company to make political expenditure and donations.	578,104,867	99.92	477,391	0.08	578,582,258	83.98	13,014,314
13.	To approve the Rule 9 Waiver. (see Note 6).	202,753,191	77.27	59,643,860	22.73	262,401,551	72.95	0
14.	To authorise the Directors to allot shares in the Company, in accordance with section 551 of the Companies Act 2006.	569,831,740	96.32	21,754,314	3.68	591,586,054	85.87	10,518
Special Resolutions								
15.	To authorise the Directors to disapply pre-emption rights, in accordance with 561 of the Companies Act 2006.	569,904,262	96.33	21,692,310	3.67	591,596,572	85.87	0

16.	To authorise the Directors to disapply pre-emption rights up to a further 5% for the purposes of acquisitions or capital investments.	569,904,262	96.33	21,692,310	3.67	591,596,572	85.87	0
17.	To authorise the Company to purchase its own ordinary shares.	567,950,165	96.00	23,646,407	4.00	591,596,572	85.87	0
18.	To authorise the Directors to call a general meeting other than an annual general meeting on not less than 14 clear days' notice.	591,048,572	99.91	548,000	0.09	591,596,572	85.87	0

Resolutions 3, 5, 6 and 8 – excluding controlling shareholders

Under the UK Listing Rules, Martin Vohánka is classed as a “controlling shareholder” of the Company. The Company’s Independent Non-Executive Directors seeking election at the AGM are therefore subject to rule 9.2.2E of the UK Listing Rules requiring that such election be approved by a majority vote of both the independent shareholders and the shareholders as a whole.

Resolution	Votes for	%	Votes Against	%	Total shares for and against	% of total voting rights	Votes withheld
3. To elect Paul Manduca as a Director.	254,610,106	97.03	7,791,445	2.97	262,401,551	72.95	0
5. To elect Mirjana Blume as a Director.	261,937,315	99.82	464,236	0.18	262,401,551	72.95	0
6. To elect Sharon Baylay-Bell as a Director.	261,936,815	99.82	464,736	0.18	262,401,551	72.95	0
8. To elect Susan Hooper as a Director.	261,936,815	99.82	467,736	0.18	262,401,551	72.95	0

The Company notes that Resolution 13, Rule 9 Waiver, was passed with less than 80% of votes in favour, when excluding the concert party shareholdings. The Company will engage with the relevant shareholders and will provide an update to the market on their views and what actions the Company intends to take in accordance with Provision 4 of the UK Corporate Governance Code.

Notes

- Full details of the resolutions are set out in the Notice of Annual General Meeting dated 12 April 2023 (which is available at: https://investors.eurowag.com/application/files/2816/8131/7052/22176_Eurowag_AR-2022_PRINT_NoM_WEB.pdf)
- Resolutions 1 to 14 were ordinary resolutions, requiring more than 50% of shareholders' votes to be cast in favour of the resolutions. Resolutions 15 to 18 were special resolutions, requiring at least 75% of shareholders' votes to be cast in favour of the resolutions.
- Votes 'For' include those votes giving the Chairman discretion.
- There were 688,911,333 ordinary shares (excluding treasury shares) in issue all of which had the right to vote. There were no ordinary shares held in treasury.
- A vote withheld is not a vote in law and is not counted in the calculation of the votes for or against a resolution.
- The results for resolution 13 above exclude the members of the Concert Party in the total votes.