

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
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
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
3. To re-elect Paul Manduca as a Director.	583,805,127	98.68	7,791,445	1.32	591,596,572
4. To re-elect Martin Vohánka as a Director.	591,534,068	99.99	62,504	0.01	591,596,572
5. To re-elect Mirjana Blume as a Director.	591,132,336	99.92	464,236	0.08	591,596,572
6. To re-elect Sharon Baylay-Bell as a Director.	591,131,836	99.92	464,736	0.08	591,596,572
7. To re-elect Morgan Seigler as a Director.	591,534,568	99.99	62,004	0.01	591,596,572
8. To re-elect Susan Hooper as a Director.	591,131,836	99.92	464,736	0.08	591,596,572
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Caroline Brown as a Director of the Company (Resolution 9 of the Company's Notice of AGM dated 12 April 2023) was withdrawn.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
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
12. To authorise the Company to make political expenditure and donations.	578,104,867	99.92	477,391	0.08	578,582,258
13. To approve the Rule 9 Waiver. (see Note 6).	202,753,191	77.27	59,643,860	22.73	262,401,551
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
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
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
17. To authorise the Company to purchase its own ordinary shares.	567,950,165	96.00	23,646,407	4.00	591,596,572
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

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
3. To elect Paul Manduca as a Director.	254,610,106	97.03	7,791,445	2.97	262,401,551
5. To elect Mirjana Blume as a Director.	261,937,315	99.82	464,236	0.18	262,401,551

6.	To elect Sharon Baylay-Bell as a Director.	261,936,815	99.82	464,736	0.18	262,401,551
8.	To elect Susan Hooper as a Director.	261,936,815	99.82	467,736	0.18	262,401,551

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

1. 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)
2. 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.
3. Votes 'For' include those votes giving the Chairman discretion.
4. 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.
5. A vote withheld is not a vote in law and is not counted in the calculation of the votes for or against a resolution.
6. The results for resolution 13 above exclude the members of the Concert Party in the total votes.

Enquiries:

Computershare Company Secretarial Services Limited
07966 711602
Eurowag-UKCoSec@computershare.co.uk
Company Secretary

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