

9 May 2023

**JUST GROUP PLC**  
(the "Company")

**RESULTS OF ANNUAL GENERAL MEETING HELD ON 9 MAY 2023**

The Company announces that at its Annual General Meeting ("AGM") held earlier today, all resolutions proposed were duly passed and details of the results of the poll are set out below:

RESOLUTIONS		FOR		AGAINST		TOTAL VOTES CAST	TOTAL VOTES CAST AS A % OF ISSUED SHARE CAPITAL (EXC. VOTES WITHHELD)	NO. OF VOTES WITHHELD
		NO. OF VOTES	% OF VOTES	NO. OF VOTES	% OF VOTES			
RESOLUTIONS: (*Special Resolution)								
1.	To receive the audited accounts of the Company for the financial year ended 31 December 2022 together with the Strategic Report, Directors' Report and the Auditor's Report on those accounts	846,785,294	99.99	57,362	0.01	846,842,656	81.53%	3,028,869
2.	To approve the Directors' Remuneration Report, in the form set out in the 2022 Annual Report and Accounts	807,852,479	95.06	41,938,546	4.94	849,791,025	81.81%	80,500
3.	To approve the Directors' Remuneration Policy	810,331,240	95.35	39,534,784	4.65	849,866,024	81.82%	5,501
4.	To declare a final dividend of 1.23 pence per ordinary share for the year ended 31 December 2022, payable on 17 May 2023 to ordinary shareholders named on the register of members at the close of business on 14 April 2023, provided that the Board may cancel the dividend and, therefore, payment of the dividend at any time prior to payment, if it considers it necessary to do so for regulatory capital purposes	849,815,095	99.99	53,830	0.01	849,868,925	81.82%	2,600
5.	To elect Mary Phibbs as a Director of the Company	843,330,283	99.23	6,534,882	0.77	849,865,165	81.82%	6,360

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RESOLUTIONS: (*Special Resolution)								
6.	To re-elect Michelle Cracknell as a Director of the Company	836,272,493	98.40	13,592,372	1.60	849,864,865	81.82%	6,660
7.	To re-elect John Hastings-Bass as a Director of the Company	814,021,565	95.78	35,839,800	4.22	849,861,365	81.82%	10,160
8.	To re-elect Mary Kerrigan as a Director of the Company	843,330,761	99.23	6,534,104	0.77	849,864,865	81.82%	6,660
9.	To re-elect Andrew Parsons as a Director of the Company	841,452,147	99.01	8,407,731	0.99	849,859,878	81.82%	11,647
10.	To re-elect David Richardson as a Director of the Company	843,227,393	99.22	6,632,485	0.78	849,859,878	81.82%	11,647
11.	To re-elect Kalpana Shah as a Director of the Company	843,232,049	99.22	6,631,329	0.78	849,863,378	81.82%	8,147
12.	To re-appoint PricewaterhouseCoopers LLP as the Company's auditor	838,331,956	98.64	11,539,509	1.36	849,871,465	81.82%	60
13.	To authorise the Group Audit Committee to determine the remuneration of the Company's auditor	849,782,143	99.99	87,835	0.01	849,869,978	81.82%	1,547
14.	To authorise the Company to make political donations	844,217,624	99.66	2,853,901	0.34	847,071,525	81.55%	2,800,000
15.	To authorise the Directors to allot shares.	844,413,023	99.36	5,454,772	0.64	849,867,795	81.82%	3,730
16.	To grant the Directors general authority to disapply pre-emption rights*	829,261,101	97.58	20,606,924	2.42	849,868,025	81.82%	3,500
17.	To grant the Directors additional authority to disapply pre-emption rights (acquisitions/capital investments)*	764,655,856	89.97	85,215,669	10.03	849,871,525	81.82%	0
18.	To authorise the Company to purchase its own shares*	836,892,589	98.64	11,498,914	1.36	848,391,503	81.68%	1,480,022
19.	To authorise the Directors to allot shares	836,984,376	98.48	12,879,949	1.52	849,864,325	81.82%	7,200

RESOLUTIONS		FOR		AGAINST		TOTAL VOTES CAST	TOTAL VOTES CAST AS A % OF ISSUED SHARE CAPITAL (EXC. VOTES WITHHELD)	NO. OF VOTES WITHHELD
RESOLUTIONS: (*Special Resolution)	NO. OF VOTES	% OF VOTES	NO. OF VOTES	% OF VOTES				
	in relation to contingent convertible securities							
20.	To disapply pre-emption rights in relation to contingent convertible securities*	837,016,716	98.49	12,854,809	1.51	849,871,525	81.82%	0
21.	To authorise the Directors to convene a general meeting on not less than 14 clear days' notice*	841,083,653	98.97	8,787,872	1.03	849,871,525	81.82%	0
22.	To approve the rules of the Just Group plc Long Term Incentive Plan	836,471,237	98.43	13,324,987	1.57	849,796,224	81.81%	75,301
23.	To approve the rules of the Just Group plc Deferred Share Bonus Plan	838,132,748	98.63	11,600,611	1.37	849,733,359	81.81%	138,166
24.	To approve the rules of the Just Group plc Sharesave Scheme	849,748,019	99.99	43,019	0.01	849,791,038	81.81%	80,487

Full details of the resolutions passed, together with explanatory notes, are set out in the Notice of Annual General Meeting dated 24 March 2023, which is available at <https://www.justgroupplc.co.uk/investors/shareholder-information/aggm>.

**Notes:**

- 1) The votes "For" and "Against" are expressed as a percentage of the votes cast.
- 2) Votes "For" include discretionary votes.
- 3) A vote "withheld" is not a vote in law and is not counted in the calculation of the votes "For" or "Against" a resolution.
- 4) The total number of shares in issue on 4 May 2023 was 1,038,702,932 ordinary shares of 10 pence each, which was the total number of shares entitling the holders to attend and vote for or against all the resolutions at the AGM. In accordance with the Company's Articles of Association, on a poll every member present in person or by proxy has one vote for every share held.

In accordance with Listing Rule 9.6.2, copies of all resolutions, other than those concerning ordinary business passed at the AGM, will shortly be available for inspection on the FCA's National Storage Mechanism, at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

**Board & Committee changes**

The membership of the Just Group plc Board, key board committees and main subsidiaries following the AGM are shown below.

**Just Group plc ("Group") Board:**

John Hastings-Bass – Chair

**Executive Directors:**

David Richardson – Group Chief Executive Officer  
 Andrew Parsons (known as Andy Parsons) – Group Chief Financial Officer

### Independent Non-Executive Directors:

Paul Bishop  
Michelle Cracknell  
Mary Kerrigan  
Mary Phibbs – Senior Independent Director  
Kalpana Shah

**Group Audit Committee:** Paul Bishop - Chair  
Mary Kerrigan  
Mary Phibbs  
Kalpana Shah

**Group Risk and Compliance Committee:** Kalpana Shah - Chair  
John Hastings-Bass  
Mary Phibbs

**Market Disclosure Committee:** John Hastings-Bass – Chair  
Andy Parsons  
Mary Phibbs  
David Richardson

**Nomination and Governance Committee:** John Hastings-Bass – Chair  
Michelle Cracknell  
Mary Phibbs

**Remuneration Committee:** Michelle Cracknell – Chair  
John Hastings-Bass  
Mary Phibbs

As previously reported, Paul Bishop did not seek re-election at the 2023 AGM and therefore retired from the Group Board at the conclusion of the meeting. However, as announced on 3 May 2023, he has been reappointed as an Independent Non-Executive Director of the Group and as Chair of the Group, JRL and PLACL Audit Committees (“Audit Chair”). Paul will also remain as a Non-Executive Director of the of the Group’s regulated life companies, JRL and PLACL. Paul will continue as a Non-Executive Director and Audit Chair until the authorisation process for Mary Phibbs is complete to provide continuity and ensure a smooth transition.

#### Enquiries

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A copy of this announcement will be available on the Group's website [www.justgroupplc.co.uk](http://www.justgroupplc.co.uk).

#### JUST GROUP PLC

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