

Volution Group plc Update Statement – 2025 AGM

In its 2025 Annual General Meeting results announcement, released on 10 December 2025, Volution Group plc noted that Resolution 16, in relation to the additional dis-application of pre-emption rights, received just over 20% of votes against (with approximately 79% of votes cast being in favour).

The Board notes that the resolution was in line with the “Disapplying Pre-Emption Rights – A Statement of Principles” published by the Pre-Emption Group in November 2022 (Statement of Principles 2022) and the specific authority sought in that resolution would have been limited to the issuance of equity shares for cash, in connection with either an acquisition or a specified capital investment.

In proposing the resolution, the Board considered it to be in the Company’s best interest, to retain the flexibility to, for example, raise equity finance quickly and without having to incur further time and expense necessary to hold a general meeting of shareholders to obtain consent. The Board also undertook, to the extent practicable, to consult with its major shareholders before exercising the resolution.

In line with the requirements of the UK Corporate Governance Code, the Company has engaged with shareholders who voted against, to understand their views on this resolution. Views expressed during the consultation included reservations concerning the increased level of capital that could be raised under the new authority requested. In certain cases, the level of the authority sought conflicted with underlying shareholders’ internal voting policies.

The Board will keep this matter under review in determining the authorities to be sought by shareholders at the 2026 AGM.