

Annual General Meeting 2021
Highcroft Investments plc
(the “Company” or “Highcroft”)



Results of the Annual General Meeting held on 20 May 2021

Highcroft announces that at its Annual General Meeting, which was held at 12.00 today, all the proposed resolutions were duly approved by the shareholders by way of a poll. Resolutions 1 to 9 were proposed as ordinary resolutions and resolutions 10 and 11 were proposed as special resolutions. The voting results are set out below and are also available on the Company’s website at www.highcroftplc.com.

Under the Financial Conduct Authority’s Listing Rules, because the Kingerlee Concert Party is classed as a “controlling shareholder” (defined as a person who exercises or controls, on their own or together with any other person with whom they are acting in concert, 30% or more of the voting rights in the Company) a resolution for the election and re-election of independent directors must be approved by an ordinary resolution of, the shareholders and separately approved by, those shareholders who are not controlling shareholders (the “**Independent Shareholders**”).

Accordingly, the results below show the voting by all shareholders and, separately, on resolutions 4 and 8 only, the voting by the Independent Shareholders (which excludes the voting interest of the Kingerlee Concert Party, as controlling shareholder, holding 2,127,382 ordinary shares which represents 41.04% of the issued ordinary share capital of the Company).

	RESOLUTION	In favour		Against		Withheld
		Votes	%age	Votes	%age	
1	To receive and consider the report and accounts for the year ended 31 December 2020.	2,673,890	100	0	0	0
2	To approve a final property income distribution of 30p per share and a special dividend of 6p per share on the ordinary shares of the Company for the year ended 31 December 2020 to be paid on 27 May 2021 to shareholders on the register of members on 23 April 2021.	2,673,890	100	0	0	0
3	In accordance with the Companies Act 2006, to approve, on an advisory only basis the directors’ remuneration report, excluding the part containing the directors’ remuneration policy, contained in the annual report for the year ended 31 December 2020.	2,672,890	99.963	1,000	0.037	0
4	To re-elect Charles Butler as a director of the Company.	2,673,890	100	0	0	0
5	To re-elect Simon Gill as a director of the Company.	2,673,890	100	0	0	0
6	To re-elect David Kingerlee as a director of the Company.	2,673,890	100	0	0	0
7	To re-elect Roberta Miles as a director of the Company.	2,673,890	100	0	0	0

	RESOLUTION	In favour		Against		Withheld
		Votes	%age	Votes	%age	
8	To re-elect Simon Costa as a director of the Company.	2,673,890	100	0	0	0
9	To re- appoint Mazars LLP as auditor to hold office from the conclusion of the meeting to the conclusion of the next meeting at which accounts are laid before the Company and to authorise the board to fix the appointment of the auditor for the ensuing year.	2,673,890	100	0	0	0
10	That a General Meeting of the Company (other than an Annual General Meeting) may be called on not less than 14 days' notice.	2,673,775	99.996	115	0.004	0
11	That the new articles of association produced to the meeting be adopted for, and to the exclusion of the entirety of, the existing articles of association of the company.	2,673,890	100	0	0	0

Votes of Independent Shareholders (excluding the voting interest of the Kingerlee Concert Party)

	RESOLUTION	In favour		Against		Withheld
		Votes	%age	Votes	%age	
4	To re-elect Charles Butler as a director of the Company.	905,000	100	0	0	0
8	To re-elect Simon Costa as a director of the Company.	905,000	100	0	0	0

Notes:

(a) The votes in favour include those votes giving the Chairman discretion.

(b) A vote withheld is not a vote in law and is not counted in the votes for or against a resolution.

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