

21 May 2025

**Stelrad Group PLC**  
**(Company Number: 13670010)**

**("Stelrad" or the "Company")**

**Results of the AGM**

The Directors of Stelrad Group PLC are pleased to announce that at its Annual General Meeting held on 21 May 2025, all the proposed resolutions as set out in the Notice of Annual General Meeting were passed on a poll of votes. Total votes received from shareholders by the Company either in advance of or as voted for at the meeting, were as set out below:

Resolution		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 year ended 31 December 2024.	124,008,743	100.00%	0	0.00%	124,008,743	97.37%	2,500
2.	To receive and approve the Directors' Remuneration Report for the year ended 31 December 2024.	124,006,378	99.99%	1,895	0.00%	124,008,273	97.37%	2,970
3.	To receive and approve the Directors' Remuneration Policy.	124,006,378	99.99%	1,895	0.00%	124,008,273	97.37%	2,970
4.	To declare a final dividend of 4.81 pence per Ordinary Share for the year ended 31 December 2024.	124,008,743	100.00%	0	0.00%	124,008,743	97.37%	2,500
5.	To re-elect Bob Ellis as a Director.	113,523,391	99.95%	52,080	0.04%	113,575,471	89.18%	10,435,772
6.	To re-elect Trevor Harvey as a Director.	124,008,702	100.00%	0	0.00%	124,008,702	97.37%	2,541
7.	To re-elect Katherine Innes Ker as a Director.	123,421,028	99.52%	587,674	0.47%	124,008,702	97.37%	2,541
8.	To re-elect Nicola Bruce as a Director.	124,008,702	100.00%	0	0.00%	124,008,702	97.37%	2,541
9.	To re-elect Martin Payne as a Director.	124,008,702	100.00%	0	0.00%	124,008,702	97.37%	2,541
10.	To re-elect Edmund Lazarus as a Director.	123,956,622	99.95%	52,080	0.04%	124,008,702	97.37%	2,541
11.	To re-elect Nicholas Armstrong as a Director.	123,956,622	99.95%	52,080	0.04%	124,008,702	97.37%	2,541
12.	To elect Leigh Wilcox as a Director.	124,008,702	100.00%	0	0.00%	124,008,702	97.37%	2,541
13.	To re-appoint PricewaterhouseCoopers LLP as auditors of the Company.	124,007,170	100.00%	0	0.00%	124,007,170	97.37%	4,073
14.	To authorise the Audit & Risk Committee to determine the remuneration of the Auditor.	124,008,743	100.00%	0	0.00%	124,008,743	97.37%	2,500
15.	To authorise the Company to make political expenditure and donations.	123,439,793	99.54%	568,950	0.45%	124,008,743	97.37%	2,500

16.	To authorise the Directors to allot shares in the Company, in accordance with section 551 of the Companies Act 2006.	124,008,743	100.00%	0	0.00%	124,008,743	97.37%	2,500
17.	To approve the amendments to the rules of the Stelrad Long Term Incentive Plan.	124,008,273	100.00%	0	0.00%	124,008,273	97.37%	2,970
18.	To approve the amendments to the rules of the Stelrad Deferred Share Bonus Plan.	124,008,273	100.00%	0	0.00%	124,008,273	97.37%	2,970
19.	To authorise the Directors to disapply pre-emption rights, in accordance with 561 of the Companies Act 2006.	123,980,483	99.97%	28,260	0.02%	124,008,743	97.37%	2,500
20.	To authorise the Directors to disapply pre-emption rights up to a further 5% for the purposes of acquisitions or capital investments.	123,980,483	99.97%	28,260	0.02%	124,008,743	97.37%	2,500
21.	To authorise the Company to purchase its own ordinary shares.	124,008,743	100.00%	0	0.00%	124,008,743	97.37%	2,500
22.	To authorise the Directors to call a general meeting other than an annual general meeting on not less than 14 clear days' notice.	124,008,743	100.00%	0	0.00%	124,008,743	97.37%	2,500

Subject to rule 9.2.2E of the UK Listing Rules (where LR 9.2.2ADR applies) the election or re-election of the independent Non-Executive Directors must be approved by a majority vote of both the independent shareholders (i.e. shareholders of the Company, other than Bregal, the Company's controlling shareholder, who are entitled to vote on the election of Directors), and the shareholders as a whole. Therefore, the below table displays the votes for the election of the independent Non-Executive Directors excluding the votes of the controlling shareholder:

Resolution	Votes for	%	Votes Against	%	Total shares for and against	% of total voting rights	Votes withheld
7. To re-elect Katherine Innes Ker as a Director.	60,317,263	99.03%	587,674	0.96%	60,904,937	94.79%	2,541
8. To re-elect Nicola Bruce as a Director.	60,904,937	100.00%	0	0.00%	60,904,937	94.79%	2,541
9. To re-elect Martin Payne as a Director.	60,904,937	100.00%	0	0.00%	60,904,937	94.79%	2,541

1. Full details of the resolutions are set out in the Notice of Annual General Meeting dated 26 March 2025 (which is available on the Company's website at: [Results, reports and presentations - Stelrad Group plc](#))
2. Resolutions 1 to 18 were ordinary resolutions, requiring a majority of votes cast in favour to pass. Resolutions 19 to 22 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 127,352,555 ordinary shares in issue all of which had the right to vote. Ordinary shares held in treasury do not carry voting rights.

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. Copies of all the resolutions passed, other than ordinary business, have been submitted to the National Storage Mechanism and will soon be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

**Enquiries:**

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