20 January 2021

WH SMITH PLC

Result of Annual General Meeting

All resolutions approved

WH Smith PLC held its Annual General Meeting for shareholders at 11.30am today, 20 January 2021. The following table shows the results of the poll on all 18 resolutions:

Resolution		Votes For	%	Votes Against	%	Votes Total	% of ISC Voted	Votes Withheld
1	To receive the reports and accounts	105,543,388	99.55	480,903	0.45	106,024,291	81.02	1,869,619
2	To approve the remuneration report	66,038,774	67.43	31,894,173	32.57	97,932,947	74.83	9,959,963
3	To approve the rules of the WH Smith US ESPP	107,453,778	99.73	292,419	0.27	107,746,197	82.33	147,713
4	To re-elect Carl Cowling	101,835,367	94.55	5,872,956	5.45	107,708,323	82.30	185,587
5	To elect Nicky Dulieu	106,765,066	99.12	944,237	0.88	107,709,303	82.30	184,607
6	To re-elect Annemarie Durbin	98,030,165	91.01	9,678,352	8.99	107,708,517	82.30	185,393
7	To re-elect Simon Emeny	100,479,660	93.29	7,227,428	6.71	107,707,088	82.30	186,812
8	To re-elect Robert Moorhead	105,706,923	98.38	1,738,675	1.62	107,445,598	82.10	448,312
9	To re-elect Henry Staunton	97,540,083	91.55	9,001,549	8.45	106,541,632	81.41	1,352,278
10	To re-elect Maurice Thompson	100,479,355	93.29	7,226,964	6.71	107,706,319	82.30	186,109
11	To re-appoint PricewaterhouseCoopers LLP as auditors	104,923,357	97.78	2,383,681	2.22	107,307,038	82.00	586,872
12	To authorise the Audit Committee of the Board to determine the auditors' remuneration	104,379,652	97.32	2,873,773	2.68	107,253,425	81.95	640,485
13	Authority to make political donations	106,951,475	99.32	734,207	0.68	107,685,682	82.28	208,228
14	Authority to allot shares	99,108,724	91.98	8,638,287	8.02	107,747,011	82.33	146,590
15	Authority to disapply pre-emption rights	106,109,751	99.52	509,017	0.48	106,618,768	81.47	1,273,455
16	Authority to disapply pre-emption rights up to a further 5 per cent for acquisitions or specified capital investments	105,628,598	99.07	989,469	0.93	106,618,067	81.47	1,275,843
17	Authority to make market purchases of ordinary shares	106,191,351	99.07	992,201	0.93	107,183,552	81.90	710,358
18	Authority to call general meetings on 14 clear days' notice	105,705,200	98.14	2,002,974	1.86	107,708,174	82.30	185,736

Notes

1. Votes "for" and "against" are expressed as a percentage of votes received.

2. A "vote withheld" is not a vote in law and is not counted in the calculation of the proportion of the votes "for" and "against" a resolution.

3. At the date of the AGM the issued share capital of the Company is 130,869,582 ordinary shares.

Resolution 2 - Directors' remuneration report

We note that while Resolution 2 to approve the Directors' Remuneration Report was passed, we acknowledge that a significant minority of shareholders, 33%, chose not to support this resolution. The Board understands that shareholders' primary concern was the salary increase of £25,000 which Mr Cowling received on 1 July 2020 which was previously disclosed to shareholders in the 2019 Remuneration Report.

Our 2019 Remuneration Report explained that, in accordance with best practice, Mr Cowling's salary on his appointment as Group Chief Executive was set at a lower level than his predecessor. The Remuneration Committee agreed that Mr Cowling's salary would increase by £25,000 per annum, subject to performance, in each of the next three years following his appointment. The Remuneration Committee believed that Mr Cowling's performance since his appointment merited the first increase in his salary with effect from 1 July 2020. Mr Cowling chose to donate this pay increase to a charity, the Trussell Trust, until October 2020. We confirm that our executive remuneration arrangements are fully in line with our Directors' Remuneration Policy which was approved by over 96% of shareholders at our 2019 Annual General Meeting.

Prior to today's Annual General Meeting, we engaged with a number of shareholders on our executive remuneration arrangements and, as a result, we confirm that the previously announced increase in Carl Cowling's salary in April 2021 will be postponed until such time as the Remuneration Committee believes that it would be appropriate to implement, but it is unlikely to do so in the financial year ending 31 August 2021. We confirm that we will continue to actively engage with shareholders on executive remuneration to ensure their views are fully understood during 2021.

Board changes

As previously announced, Suzanne Baxter did not stand for re-election at the AGM. Following Suzanne Baxter stepping down as a non-executive director, Nicky Dulieu has been appointed as Chair of the Audit Committee.

In accordance with paragraph 9.6.2 of the Listing Rules, a copy of the resolutions passed as special business at the AGM have been submitted to the National Storage Mechanism at https://data.fca.org.uk/#/nsm/nationalstoragemechanism .

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Company Secretary

-Ends-

Enquiries:

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