RNS Number : 9995Y
WH Smith PLC
19 January 2022

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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, 19 January 2022. 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	109,734,659	99.99%	6,611	0.01%	109,741,270	83.83%	2,998,707
2	To approve the remuneration report	52,332,420	54.40%	43,861,419	45.60%	96,193,839	73.48%	16,546,138
3	To approve the remuneration policy	99,470,149	88.36%	13,100,796	11.64%	112,570,945	85.99%	169,032
4	To elect Kal Atwal	112,125,417	99.59%	466,586	0.41%	112,592,003	86.01%	147,974
5	To re-elect Carl Cowling	106,486,091	94.58%	6,106,398	5.42%	112,592,489	86.01%	147,488
6	To re-elect Nicky Dulieu	111,106,840	98.68%	1,487,201	1.32%	112,594,041	86.01%	145,936
7	To re-elect Simon Emeny	112,051,313	99.52%	542,992	0.48%	112,594,305	86.01%	145,672
8	To re-elect Robert Moorhead	109,698,595	97.63%	2,657,925	2.37%	112,356,520	85.83%	383,457
9	To re-elect Henry Staunton	103,686,736	92.09%	8,906,927	7.91%	112,593,663	86.01%	146,314
10	To re-elect Maurice Thompson	44,070,497	78.20%	12,286,760	21.80%	56,357,257	43.05%	56,382,720
11	To re-appoint PricewaterhouseCoopers LLP as auditors	112,052,885	99.52%	541,821	0.48%	112,594,706	86.01%	145,271
12	To authorise the Audit Committee of the Board to determine the auditors' remuneration	112,260,672	99.70%	336,346	0.30%	112,597,018	86.01%	142,959
13	Authority to make political donations	109,367,256	97.66%	2,622,201	2.34%	111,989,457	85.55%	750,328
14	Authority to allot shares	108,183,782	96.10%	4,394,052	3.90%	112,577,834	86.00%	162,143
15	Authority to disapply pre-emption rights	109,380,042	99.66%	371,224	0.34%	109,751,266	83.84%	2,988,711
16	Authority to disapply pre-emption rights up to a further 5 per cent for acquisitions or specified capital investments	100,256,399	91.34%	9,502,932	8.66%	109,759,331	83.84%	2,980,646
17	Authority to make market purchases of ordinary shares	111,422,764	99.60%	443,067	0.40%	111,865,831	85.45%	874,146
18	Authority to call general meetings on 14 clear days' notice	110,629,109	98.25%	1,969,016	1.75%	112,598,125	86.01%	141,852

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 130,909,807 ordinary shares.

Resolution 2 - Advisory Vote on Directors' remuneration report

The Board notes the results of the advisory vote on the Directors' Remuneration Report, which has been supported by the majority of the Company's shareholders. The Remuneration Committee has already conducted an extensive consultation with the Company's largest shareholders regarding the Remuneration Report and the Company's new Remuneration Policy. The new Chair of the Remuneration Committee, Marion Sears, looks forward to continuing the Company's constructive discussions with shareholders, following her appointment, over the coming months.

The Board will report on any actions resulting from those discussions in due course.

Resolution 10 - re-election of Maurice Thompson as a director of the Company

The Board notes that Maurice Thompson's re-election to the Board was supported by the majority of the Company's shareholders. The Board has already engaged with a number of the Company's largest shareholders with regard to Maurice Thompson's position as a director of the Company. The Board will continue its ongoing dialogue with shareholders and consult as appropriate to fully understand any additional concerns in relation to this resolution.

Board changes

As previously announced, Annemarie Durbin did not stand for re-election at the AGM. As announced on 28 October 2021, Marion Sears will join the Board as a non-executive director and Chair of the Remuneration Committee with effect from 1 February 2022.

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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