

14 June 2021

SAGA PLC – ANNUAL GENERAL MEETING 2021

Results of Annual General Meeting (AGM) held on 14 June 2021

Saga plc (the “Company”) announces that, at its AGM held earlier today at Enbrook Park, Sandgate, Folkestone, Kent CT20 3SE, the resolutions set out in the Notice of AGM dated 11 May 2021 were passed following a poll on each resolution. In accordance with the Company’s Articles of Association, on a poll every member present in person or by proxy has one vote for every share held. Resolutions 1-13 were passed as ordinary resolutions; Resolutions 14-18 were passed as special resolutions. The following table shows the votes cast on each resolution.

	RESOLUTION	VOTES FOR	% OF VOTES CAST FOR	VOTES AGAINST	% OF VOTES CAST AGAINST	VOTES WITHHELD	VOTES CAST IN TOTAL (INCLUDING VOTES WITHHELD)
1.	to receive the Annual Report and Accounts and Director and Auditor Reports for year ended 31 January 2021	79,521,321	99.98%	18,844	0.02%	59,837	79,600,002
2.	to approve the Directors’ Remuneration Report	61,831,919	77.72%	17,725,106	22.28%	42,977	79,600,002
3.	to elect Roger De Haan as a director	77,808,309	99.83%	133,823	0.17%	1,657,870	79,600,002
4.	to re-elect Euan Sutherland as a director	79,503,347	99.92%	67,383	0.08%	29,272	79,600,002
5.	to re-elect James Quin as a director	79,498,246	99.91%	70,944	0.09%	30,812	79,600,002
6.	to re-elect Orna NiChionna as a director	75,085,538	94.38%	4,471,242	5.62%	43,222	79,600,002
7.	to re-elect Eva Eisenschimmel as a director	73,402,702	92.25%	6,164,877	7.75%	32,423	79,600,002

8.	to re-elect Julie Hopes as a director	75,111,416	94.40%	4,456,195	5.60%	32,391	79,600,002
9.	to re-elect Gareth Hoskin as a director	79,471,951	99.88%	95,815	0.12%	32,236	79,600,002
10.	to re-appoint KPMG LLP as auditor	79,547,830	99.95%	40,211	0.05%	11,961	79,600,002
11.	to authorise the Audit Committee to agree the remuneration of the auditor	79,538,801	99.94%	50,441	0.06%	10,760	79,600,002
12.	to authorise the Directors to make political donations and expenditure up to a specified amount	79,317,602	99.67%	264,476	0.33%	17,924	79,600,002
13.	to authorise the Directors to allot shares up to a specified amount	78,834,365	99.07%	736,129	0.93%	29,508	79,600,002
14.	to authorise the Directors to allot shares and sell treasury shares for cash without making a pre-emptive offer to shareholders	79,452,569	99.85%	117,023	0.15%	30,410	79,600,002
15.	to authorise the Directors to allot shares and sell treasury shares for cash without making a pre-emptive offer to shareholders (in connection with capital investment)	79,253,689	99.61%	310,568	0.39%	35,745	79,600,002
16.	to authorise the Company to purchase its own shares	79,026,329	99.32%	544,848	0.68%	28,825	79,600,002
17.	to authorise the Company to hold general meetings on not less than 14 days' notice	79,118,304	99.40%	474,146	0.60%	7,552	79,600,002
18.	to adopt new articles of association	79,547,524	99.96%	28,863	0.04%	23,615	79,600,002

- 1) A vote withheld is not a vote in law and is not counted towards votes cast "For" or "Against" a resolution.
- 2) Resolutions 14-18 inclusive have been proposed as special resolutions and required a 75% majority.

- 3) The total voting rights of the Company as at 10 June 2021, the day on which shareholders had to be on the register in order to be eligible to vote, was 140,102,227.
- 4) The results will be made available on the Company's website: www.corporate.saga.co.uk
- 5) In accordance with LR.9.6.2 a document setting out the resolutions passed at the AGM concerning special business has been submitted to the National Storage Mechanism and will shortly be available for inspection at data.fca.org.uk/#/nsm/nationalstoragemechanism

The Board recognises that, while Resolution 2 to approve the Directors' Remuneration Report was passed, a proportion of shareholders opposed the resolution. Where 20 per cent or more of the votes have been cast against a board recommendation for a resolution the UK Corporate Governance Code 2018 states that a company should explain, when announcing voting results, what actions it intends to take to consult shareholders in order to understand the reasons behind the result.

Chair of the Remuneration Committee, Eva Eisenschimmel said in relation to the voting results of the Resolution 2:

"I am pleased that a significant majority of shareholders have voted in favour of the Annual Report on Remuneration. However, the Committee has noted that approximately 22.28% of shareholders voted against the Report.

We discussed our approach to remuneration with shareholders in June 2020 at the height of the COVID-19 pandemic and recently approached major shareholders (in May 2021) to explain (and provide context to) the remuneration decisions explained in our Annual Report and Accounts for the year ended 31 January 2021.

We will now consult with those shareholders who voted against the Annual Report on Remuneration to establish the reasons for their vote. In line with the UK Corporate Governance Code we will issue an announcement on the feedback received from those shareholders and the action the Committee intends to take within six months of the date of this Annual General Meeting; with a full explanation set out in the Remuneration Report for 2021/22.

Enquiries

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