

**Vistry Group PLC (Company No: 00306718) ('Company')**

**Results of Poll Voting - AGM 2020**

At the Company's Annual General Meeting held on 20 May 2020 ('AGM') all resolutions put to the AGM were voted on by poll and were passed by shareholders. The results of the poll voting are given below:

RESOLUTION	VOTES FOR	%	VOTES AGAINST	%	VOTES TOTAL	% of ISC VOTED	VOTES WITHHELD
1 To receive the audited accounts of the Company for the year ended 31 December 2019 and the reports of the directors and auditors.	151,572,971	93.29	10,897,579	6.71	162,470,550	74.62%	362,215
2 To approve the directors' remuneration report.	91,729,684	56.35	71,056,516	43.65	162,786,200	74.76%	46,561
3 To re-appoint Ian Paul Tyler as a director of the Company.	138,461,720	93.10	10,265,789	6.90	148,727,509	68.30%	14,105,252
4 To re-appoint Margaret Christine Browne as a director of the Company.	162,058,327	99.54	749,010	0.46	162,807,337	74.77%	25,425
5 To re-appoint Ralph Graham Findlay as a director of the Company.	160,953,735	98.86	1,849,504	1.14	162,803,239	74.77%	29,523
6 To re-appoint Nigel Keen as a director of the Company.	160,992,913	98.89	1,814,484	1.11	162,807,397	74.77%	25,365
7 To re-appoint Michael John Stansfield as a director of the Company.	161,938,107	99.47	868,638	0.53	162,806,745	74.77%	26,017

8 To re-appoint Katherine Innes Ker as a director of the Company.	153,389,269	94.21	9,419,090	5.79	162,808,359	74.77%	24,327
9 To re-appoint Gregory Paul Fitzgerald as a director of the Company.	162,531,635	99.83	279,481	0.17	162,811,116	74.77%	21,646
10 To re-appoint Earl Sibley as a director of the Company.	161,834,758	99.40	972,777	0.60	162,807,535	74.77%	25,227
11 To re-appoint Graham Prothero as a director of the Company.	162,361,683	99.73	434,205	0.27	162,795,888	74.76%	36,874
12 To re-appoint PricewaterhouseCoopers LLP as auditors of the Company.	158,839,218	98.07	3,129,304	1.93	161,968,522	74.38%	864,240
13 To authorise the directors to determine the remuneration of the auditors.	152,232,910	93.99	9,733,517	6.01	161,966,427	74.38%	866,334
14 Authority to allot shares.	158,500,573	97.34	4,325,670	2.66	162,826,243	74.78%	6,519
15 To adopt new Articles of Association	162,752,874	99.97	55,020	0.03	162,807,894	74.77%	24,868
16 To allow a general meeting other than an Annual General Meeting to be called on not less than 14 clear days' notice.	156,789,219	96.30	6,032,365	3.70	162,821,584	74.78%	11,178
17 Authority to disapply pre-emption rights.	161,660,037	99.29	1,158,947	0.71	162,818,984	74.78%	13,778
18 Authority to purchase own shares.	159,419,874	98.11	3,077,084	1.89	162,496,958	74.63%	335,804

The issued share capital at the date of the AGM was 217,744,395 ordinary shares of 50p each. A 'vote withheld' is not a vote in law and has not been counted in the calculation of votes for and against.

The Board is pleased that all of the resolutions put to shareholders at the AGM were passed. However, the Board recognises that a significant minority opposed resolution 2 being the 2019 Annual Remuneration Report.

Our initial engagement with shareholders opposed indicates that their principle concern is the increase in the CFO's base salary from 1 January 2020, the repositioning of which was notified to shareholders in the Circular dated November 2019 which set out the basis of the Group's acquisition of Galliford Try's housing businesses and which reflected his base salary's pre-existing and material shortfall to the market. Before COVID-19 related reductions, both his new base salary and total compensation package were almost exactly in line with the median of UK listed housebuilders. As a consequence of the COVID 19 pandemic, the base salaries of all directors and senior executives, including the CFO, were voluntarily reduced by 20% with effect from 1 April 2020 and the CFO's base salary is now lower than the level paid in 2019.

In line with the provisions of the UK Corporate Governance Code, we will continue to engage with those shareholders opposed and will provide an update on the views received and actions taken in response no later than in six months' time.