

Vistry Group PLC

Statement regarding the outgoing Chief Operating Officer Earl Sibley

Section 430(2B) Companies Act 2006 Statement

Vistry Group PLC ("**Vistry**" or the "**Company**") announced on 20 November 2024 that Earl Sibley stepped down as a director of the Company with immediate effect as a result of the removal of the role of Chief Operating Officer.

As required by section 430(2B) of the Companies Act 2006, details of the remuneration arrangements relating to Earl Sibley ceasing to be a director are set out below.

Earl will remain in employment until 31 December 2024, and will continue receive his salary and contractual benefits in accordance with his service agreement during this period. He will then receive the following payments: (i) £486,760.83 in lieu of base salary for the remainder of his twelve month notice period; and (ii) £124,465 in respect of his statutory redundancy entitlements and in settlement of any potential claims. Earl will retain his existing cover under the Company's private medical insurance policy to the end of his original notice period. He will also receive payment in lieu of accrued but untaken holiday.

Variable remuneration

Earl will remain eligible to be considered for an annual bonus for 2024, to the extent that any such bonus is determined to be payable in accordance with the Company's normal policy and process. He will not be eligible to receive an annual bonus for 2025.

As Earl is leaving employment on the grounds of redundancy, in accordance with the plan rules he will retain unvested options under the Long-Term Incentive Plan granted in 2022, 2023 and 2024. The options will remain outstanding and capable of vesting subject to the level of achievement of the existing performance metrics. Any portion of the options which vest will be subject to a time pro-rated reduction and will be subject to a further two-year holding period after which they will become exercisable for six months.

Earl will no longer be eligible for any further awards under the Long-Term Incentive Plan.

Outstanding share awards

Earl holds already vested options under the Long-Term Incentive Plan relating to the years 2017 to 2021. In accordance with the plan rules, these options will remain outstanding on their normal terms, including remaining subject to the applicable holding period, and he will have six months from his termination date or, if later, six months from the end of the holding period to exercise.

In accordance with the plan rules, Earl will also retain his unvested deferred bonus shares granted under the Deferred Bonus Plan in 2023 and 2024, which will remain eligible to be released to him in 2025 and 2026, respectively.

Earl holds existing awards under the Sharesave Plan and Share Incentive Plan. These awards will be treated in accordance with the plan terms applicable in the case of redundancy.

Other payments

Up to £20,000 (plus VAT) will be paid directly to third party providers to cover the cost of outplacement counselling.

Up to £9,000 (plus VAT) will be paid directly to a third party provider to cover legal fees incurred in obtaining advice in respect of the termination of his employment with the Company.

Further Information:

Full details of all payments made to and receivable by Earl Sibley will be disclosed in the Directors' remuneration report within the Company's Annual Report and Accounts for the year ending 31 December 2024, and subsequent years, as appropriate.