



CAPITAL



RNS Number : 3023C
S4 Capital PLC
09 June 2023

S⁴Capital plc

("S⁴Capital" or "the Company")

Results of 2023 Annual General Meeting

S⁴Capital plc (SFOR.L) announces that following its Annual General Meeting ("**AGM**") held at 14 Hewett Street, London EC2A 3NP and virtually on 9 June 2023 at 1 pm, all the proposed resolutions were duly passed by shareowners by way of a poll. Resolutions 1 to 20 were passed as ordinary resolutions and Resolutions and 21 to 25 were passed as special resolutions.

The total number of votes cast on the poll for each resolution (the full text of the resolutions is detailed in the notice of the AGM dated 13 April 2023) is set out below.

Resolution	Votes For	% of votes cast	Votes Against	% of votes cast	Total Cast	Withheld
1. To receive the 2022 annual report and accounts	298,158,261	100.00%	9,136	0.00%	298,167,397	204,204
2. To approve the Directors' Remuneration Report	270,259,424	97.95%	5,652,099	2.05%	275,911,523	21,256,825
3. To re-elect Sir Martin Sorrell as a Director	233,921,334	93.15%	17,204,404	6.85%	251,125,738	45,360,811
4. To re-elect Christopher S. Martin as a Director	297,409,876	99.93%	204,291	0.07%	297,614,167	75,635
5. To re-elect Daniel Pinto as a Director	297,383,000	99.92%	238,696	0.08%	297,621,696	68,106
6. To re-elect Elizabeth Buchanan as a Director	297,374,867	99.92%	239,250	0.08%	297,614,117	75,685
7. To re-elect Margaret Ma Connolly as a Director	294,919,380	99.09%	2,695,316	0.91%	297,614,696	75,106
8. To re-elect Mary Basterfield as a Director	296,969,425	99.78%	645,271	0.22%	297,614,696	75,106
9. To re-elect Naoko Okumoto as a Director	254,905,748	85.45%	43,390,747	14.55%	298,296,495	75,106
10. To re-elect Paul Roy as a Director	295,979,984	99.45%	1,634,133	0.55%	297,614,117	75,685
11. To re-elect Peter Miles Young as a Director	297,303,350	99.90%	311,346	0.10%	297,614,696	75,106
12. To re-elect Rupert Faure Walker as a Director	296,971,145	99.78%	643,551	0.22%	297,614,696	75,106

13. To re-elect Scott Spirit as a Director	297,401,686	99.93%	213,010	0.07%	297,614,696	75,106
14. To re-elect Susan Prevezer as a Director	297,146,621	99.84%	468,075	0.16%	297,614,696	75,106
15. To re-elect Victor Knaap as a Director	276,138,984	92.78%	21,475,712	7.22%	297,614,696	75,106
16. To re-elect Wesley ter Haar as a Director	295,150,533	99.17%	2,464,163	0.83%	297,614,696	75,106
17. To elect Colin Day as a Director	297,036,124	99.81%	578,572	0.19%	297,614,696	75,106
18. To re-appoint PricewaterhouseCoopers LLP as auditors	298,199,609	99.95%	151,223	0.05%	298,350,832	20,769
19. To authorise the Directors to fix the remuneration of the auditors	298,321,756	99.99%	28,558	0.01%	298,350,314	21,287
20. To authorise the Directors generally to allot ordinary shares	288,176,340	97.20%	8,289,602	2.80%	296,465,942	20,607
21. To authorise the disapplication of pre-emption rights generally	297,558,013	99.73%	790,986	0.27%	298,348,999	22,602
22. To authorise the disapplication of pre-emption rights in connection with a specified acquisition or capital investment	293,875,104	98.90%	3,271,442	1.10%	297,146,546	21,802
23. To authorise the disapplication of pre-emption rights to facilitate pro-rata offers to overseas shareowners	286,674,522	96.73%	9,702,024	3.27%	296,376,546	791,802
24. To authorise the Company to purchase its own shares	297,351,669	99.67%	981,458	0.33%	298,333,127	38,474
25. To enable the Company to call general meetings, other than an Annual General Meeting, on reduced notice	291,969,030	98.25%	5,185,469	1.75%	297,154,499	13,849

Notes:

- (1) The "for" votes include those giving the Chairman discretion.
- (2) Total votes "for" and "against" are expressed as a percentage of the total votes cast.
- (3) A vote withheld is not a vote in law and is not counted in the calculation of the proportion of votes "for" or "against" a resolution.
- (4) Issued Share Capital: 577,330,456 ordinary shares.

The above poll results will shortly be available on the website. In accordance with Listing Rule 9.6.2 a copy of the resolutions, other than those concerning ordinary business of the Company, will be submitted to the FCA and will in due course be available for inspection at: <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>

Enquiries

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Elly Williamson

About S⁴Capital

S⁴Capital plc (SFOR.L) is the tech-led, new age/new era digital advertising, marketing and technology services company, established by Sir Martin Sorrell in May 2018.

Our strategy is to build a purely digital advertising and marketing services business for global, multinational, regional, and local clients, and millennial-driven influencer brands. This will be achieved by integrating leading businesses in three practices: Content, Data&digital media and Technology Services, along with an emphasis on 'faster, better, cheaper, more' execution in an always-on consumer-led environment, with a unitary structure.

Victor Knaap, Wesley ter Haar, Christopher S. Martin, Scott Spirit and Mary Basterfield all joined the S⁴Capital Board as Executive Directors. The S⁴Capital Board also includes Rupert Faure Walker, Paul Roy, Daniel Pinto, Sue Prevezer, Elizabeth Buchanan, Naoko Okumoto, Margaret Ma Connolly, Miles Young and Colin Day.

The Company now has approximately 8,700 people in 32 countries with approximately 70% of revenue across the Americas, 20% across Europe, the Middle East and Africa and 10% across Asia-Pacific. The longer-term objective is a geographic split of 60%:20%:20%. Content currently accounts for approximately 60% of revenue, Data&digital media 30% and Technology Services 10%. The long-term objective for the practices is a split of 50%:25%:25%.

Sir Martin was CEO of WPP for 33 years, building it from a £1 million 'shell' company in 1985 into the world's largest advertising and marketing services company, with a market capitalisation of over £16 billion on the day he left. Prior to that Sir Martin was Group Financial Director of Saatchi & Saatchi Company Plc for nine years.

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