

29 April 2026

# CAB | Payments

CAB Payments Holdings plc and its subsidiaries  
("CAB", "CAB Payments", the "Group" or the "Company")

## Results of 2026 Annual General Meeting

CAB Payments held its 2026 Annual General Meeting ("2026 AGM") today and announces that all resolutions as set out in the Notice of 2026 AGM dated 25 March 2026, other than resolutions 18,19 and 20, were duly passed by the requisite majorities.

The results of the poll votes are set out below and can also be viewed on the Company's website at <https://www.crownagentsbank.com/investors/shareholder-information/#toggle-annual-general-meetings>

Resolutions		For		Against		Votes Withheld
			%		%	
1	Approval of Annual Report 2025	180,154,283	100.00	5,024	0.00	14,674,027
2	Approval of Directors' Remuneration Report	173,315,926	96.22	6,815,180	3.78	14,702,228
3	Election of James Hopkinson	59,785,328	74.86	20,073,299	25.14	114,974,707
4	Election of Nitin Kaul	186,276,844	95.79	8,189,851	4.21	366,639
5	Election of Peter Klein	173,384,489	89.14	21,114,327	10.86	334,518
6	Election of Henry Obi	186,278,244	95.79	8,189,572	4.21	365,518
7	Election of Kushagra Saxena	WITHDRAWN				
8	Re-election of Caroline Brown	58,484,009	73.26	21,342,497	26.74	115,006,828
9	Re-election of Ann Cairns	58,676,372	73.47	21,183,255	26.53	114,973,707
10	Re-election of Susanne Chishti	66,344,766	83.11	13,482,861	16.89	115,005,707
11	Re-election of Noël Harwerth	58,507,828	73.29	21,318,678	26.71	115,006,828
12	Re-election of Jennifer Johnson-Calari	58,509,225	73.30	21,317,281	26.70	115,006,828
13	Re-election of Karen Jordan	179,664,870	92.93	13,661,134	7.07	1,507,330
14	Re-election of Neeraj Kapur	58,626,889	73.49	21,152,526	26.51	115,053,919
15	Re-appointment of auditor	181,178,450	99.99	25,456	0.01	13,629,428
16	Remuneration of auditor	179,899,622	99.30	1,272,297	0.70	13,661,415
17	Political donations	178,441,348	99.07	1,679,038	0.93	14,713,039
18	Allotment of shares	55,220,546	30.66	124,906,444	69.34	14,706,344
19	Disapplication of pre-emption rights (general)	54,877,087	30.50	125,067,531	69.50	14,888,716
20	Disapplication of pre-emption rights (specific)	54,890,646	30.50	125,053,972	69.50	14,888,716
21	Notice period for general meetings	179,769,405	99.21	1,431,782	0.79	13,632,147

The votes of independent shareholders<sup>1</sup> on the resolutions concerning the re-election of the Independent Non-executive Directors are set out as below:

Resolutions		For		Against		Votes Withheld
			%		%	
5	Election of Peter Klein	58,744,300	73.56	21,114,327	26.44	334,518
7	Election of Kushagra Saxena	WITHDRAWN				
8	Re-election of Caroline Brown	58,484,009	73.26	21,342,497	26.74	366,639
10	Re-election of Susanne Chishti	66,344,766	83.11	13,482,861	16.89	365,518
11	Re-election of Noël Harwerth	58,507,828	73.29	21,318,678	26.71	366,639
12	Re-election of Jennifer Johnson-Calari	58,509,225	73.30	21,317,281	26.70	366,639
13	Re-election of Karen Jordan	65,024,681	82.64	13,661,134	17.36	1,507,330

Number of votes per Ordinary share: one

Notes:

1. A "Vote Withheld" is not a vote in law and is not counted in the proportion of votes "For" and "Against" a resolution.
2. Total number of Ordinary shares in issue was 254,143,218.
3. Total ordinary shares held by shareholders excluding the controlling shareholder was 139,503,029.

The Board notes:

- Resolutions 18 (authority to allot shares), 19 (disapplication of pre-emption rights – general authority) and 20 (disapplication of pre-emption rights – acquisitions/capital investments) did not achieve the requisite majorities to pass. The resolutions were proposed in accordance with the best practice guidance in the Pre-Emption Group's 2022 Statement of Principles.
- The significant vote against the elections and re-elections of a number of directors and the significant number of votes that were withheld at the 2026 AGM.
- The Board considers that the votes against these resolutions, and the significant number of votes withheld, should be viewed in the context of the ongoing unrecommended takeover offer for the Company by Helios, the Company's largest shareholder, who holds 45.11% of the issued share capital of the Company.
- When votes from the shareholders who have signed irrevocable undertakings or letters of intent to accept the unrecommended offer from the Helios Consortium are excluded (together 7.39% of issued share capital of the Company), the resolutions to elect or re-elect each of the Company's directors that are considered Independent received approval from over 97% of votes cast.
- The Board is committed to maintaining an open dialogue with the Company's shareholders and will continue to engage with those shareholders who voted against these resolutions to understand their views. An update will be provided

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<sup>1</sup> Independent shareholders refers to all shareholders excluding Helios which holds 45.11% of the issued share capital of CAB Payments Holdings PLC

within six months of the 2026 AGM in accordance with the UK Corporate Governance Code.

**Enquiries**

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**About CAB Payments:**

CAB Payments, via its operating subsidiary Crown Agents Bank Limited, exists to deliver prosperity in the markets we serve. With a network built over more than 180 years, we connect the world's hardest-to-reach financial markets to the global economy, moving money across 124 currencies and 800+ currency pairs via API, digital platforms or bespoke solutions. Crown Agents Bank Limited is one of the first banks to achieve B Corporation™ status and holds the Platinum Sustainability Rating from EcoVadis, ranking within the top 1% of companies assessed globally.

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