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 Breedon Group PLC
 26 April 2023

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BREEDON GROUP PLC

Result of Scheme Meetings and Annual General Meeting

On 29 March 2023, Breedon Group plc (the "**Company**" and together with its subsidiaries, "Breedon" or the "**Group**") announced the publication of the circular (the "**Scheme Document**") in relation to the proposed reorganisation of the Group by which a new holding company of the Group incorporated in England and Wales ("**New Breedon**") would be introduced by way of a scheme of arrangement (the "**Scheme**").

The board of directors of Breedon announce that a Jersey court meeting (the "**Court Meeting**") was convened today at 2:15pm to approve the Scheme, and a scheme general meeting (the "**Scheme General Meeting**") to approve the special resolution, as detailed within Part 8 of the Scheme Document, occurred thereafter at 2:30pm.

The Company is pleased to announce that all resolutions proposed at the Court Meeting and Scheme General Meeting were duly passed by the requisite majority of shareholders. The resolutions and voting outcomes are set out below. Capitalised terms used in this announcement shall, unless otherwise defined, have the meanings set out in Part 8 of the Scheme Document

Results of the Court Meeting

At the Court Meeting, a majority in number of Scheme Shareholders who voted (either in person or by proxy), representing 73.37 per cent by value of those Scheme Shares voted, voted in favour of the resolution to approve the Scheme. The table below sets out the results of the resolution proposed at the Court Meeting:

	Number of Scheme Shares voted	% of Scheme Shares voted	Number of Scheme Shareholders who voted	% of Scheme Shareholders who voted	Number of Scheme Shares voted as a % of the issued share capital entitled to vote on the Scheme
For	1,243,229,157	94.19	212	90.21	73.37
Against	76,686,943	5.81	23	9.79	4.53
Total	1,319,916,100	100.00	235	100.00	77.90

Results of the Scheme General Meeting

At the Scheme General Meeting, the special resolution to authorise (amongst other things) the implementation of the Scheme was duly passed by Breedon Shareholders. The table below sets out the results of the resolution proposed at the Scheme General Meeting:

	Number of Breedon Shares voted	% of Breedon Shares voted
For	1,237,447,466	94.16
Against	76,694,951	5.84
Total	1,314,142,417	100.00

House, Breedon on the Hill, Derby, DE73 8AP at 2:00pm.

All resolutions were duly passed on a poll and the results of each resolution were as follows:

Ordinary resolutions:

		Votes for	% in favour	Votes against	Votes total	Votes withheld
1	To adopt the Financial Statements and the reports of the Directors and of the Auditor for the year ended 31 December 2022	1,309,253,031	100.00	59,290	1,312,118,841	2,806,520
2	To reappoint the Auditor	1,305,015,300	99.47	6,902,031	1,312,118,841	201,510
3	To authorise Directors to determine the fee payable to the Auditor	1,310,717,878	99.91	1,232,752	1,312,118,841	168,211
4	To approve the Directors' Remuneration Report	1,275,901,377	97.26	35,911,563	1,312,118,841	305,901
5	To approve a final dividend	1,311,947,743	100.00	24,230	1,312,118,841	146,868
6	To reappoint Amit Bhatia as a Director of the Company	1,300,488,958	99.13	11,353,567	1,312,118,841	276,316
7	To reappoint James Brotherton as a Director of the Company	1,307,858,163	99.69	4,002,475	1,312,118,841	258,203
8	To reappoint Carol Hui as a Director of the Company	1,309,336,387	99.80	2,596,908	1,312,118,841	185,546
9	To reappoint Pauline Lafferty as a Director of the Company	1,280,298,753	97.59	31,559,502	1,312,118,841	260,586
10	To reappoint Helen Miles as a Director of the Company	1,309,259,324	99.80	2,598,617	1,312,118,841	260,900
11	To reappoint Clive Watson as a Director of the Company	1,305,277,175	99.50	6,565,036	1,312,118,841	276,630
12	To reappoint Rob Wood as a Director of the Company	1,308,541,595	99.75	3,319,043	1,312,118,841	258,203
13	To authorise Directors to allot shares	1,271,179,886	96.89	40,741,010	1,312,118,841	197,945

Special resolutions:

		Votes for	% in favour	Votes against	Votes total	Votes withheld
14	To disapply pre-emption rights in relation to the allotment of shares	1,281,046,805	97.64	30,898,323	1,312,118,841	173,713
15	To authorise the Directors to allot shares issued for an acquisition without applying pre-emption rights	1,218,490,151	92.88	93,454,278	1,312,118,841	174,412

Notes:

1. Votes 'For' include those votes giving the Chair discretion.
2. The number of ordinary shares in issue at 6.00 p.m. on 24 April 2023 was 1,694,428,520. Shareholders are entitled to one vote per share.
3. A vote withheld is not a vote in law and is not counted in the calculation of the proportion of votes validly cast.

Next Steps

The Scheme remains subject to the approval of the Court at the hearing scheduled for 9:00am on 16 May 2023, and certain other conditions as set out in Part 2 of the Scheme Document.

The indicative timetable of the key milestones outstanding under the Scheme remains as set out on page 9 of the Scheme Document and is also set out below:

<i>The following dates are indicative only and are subject to change¹</i>	
Expected date of publication of the Prospectus by New Breedon	11 May 2023
Sanction Hearing (to sanction the Scheme)	9.00 a.m. on 16 May 2023
Scheme Record Time	6.00 p.m. on 16 May 2023
Last day of dealings in, and for the registration of transfers of, and disablement in CREST of, Breedon Shares on AIM	16 May 2023
Effective Date	16 May 2023 ²
Cancellation of admission to trading of Breedon Shares on AIM	by 8.00 a.m. on 17 May 2023
Admission of New Breedon Shares to listing on the premium listing segment of the Official List and to trading on the Main Market and commencement of dealings	8.00 a.m. on 17 May 2023
Crediting of New Breedon Shares to CREST accounts	8.00 a.m. on 17 May 2023
Share certificates for New Breedon Shares expected to be despatched within 10 Business Days of Admission	by 1 June 2023
Long Stop Date	30 June 2023 ³

1. *These dates are indicative only and will depend, among other things, on the date upon which: (i) the Conditions are satisfied or (if capable of waiver) waived; (ii) the Court sanctions the Scheme; and (iii) the Court Order is delivered to the Jersey Registrar of Companies. Participants in Breedon Share Plans will be contacted separately to inform them of the effect of the Scheme on their rights under Breedon Share Plans, including details of any appropriate proposals being made and dates and times relevant to them.*
2. *Following sanction of the Scheme by the Court, the Scheme will become Effective in accordance with its terms upon a copy of the Court Order being delivered to the Jersey Registrar of Companies. This is presently expected to occur on 16 May 2023, subject to satisfaction or (where capable of waiver), waiver of the Conditions.*
3. *This is the latest date by which the Scheme may become Effective. However, the Long Stop Date may be extended to such later date as Breedon and New Breedon may agree (and as the Court may allow, should such approval be required).*

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About Breedon Group plc

Breedon Group plc, a leading vertically-integrated construction materials group in Great Britain and Ireland, delivers essential products to the construction sector. Breedon holds 1bn tonnes of mineral reserves and resources with long reserve life, supplying value-added products and services, including specialty materials, surfacing and highway maintenance operations, to a broad range of customers through its extensive local network of quarries, ready-mixed concrete and asphalt plants.

The Group's two well-invested cement plants are actively engaged in a number of carbon reduction practices, which include utilising alternative raw materials and lower carbon fuels. Breedon's 3,700 colleagues embody our commitment to 'Make a Material Difference' as the Group continues to execute its strategy to create sustainable value for all stakeholders, delivering growth through organic improvement and acquisition in the heavyside construction materials market.

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