

# RESULTS OF AGM

LONDON — 31 May 2022 — Petershill Partners plc (the “**Company**”) (LSE: PHLL) is pleased to announce that at the First Annual General Meeting (“**AGM**”) held at 1.00 pm (BST) today, 31 May 2022, each of the Resolutions were duly passed without amendment. Resolutions 13, 14, 15 and 16 were proposed as special resolutions and all other resolutions were proposed as ordinary resolutions.

In accordance with LR 9.6.18, proxies received in respect of the resolutions passed, which were not ordinary business of the AGM, follow:

Resolution	In Favour (including discretionary)		Against		Withheld*
	Votes	%	Votes	%	Votes
13	1,084,202,056	98.68	14,485,225	1.32	0
14	1,084,118,868	98.67	14,568,413	1.33	0
15	1,098,674,573	100.00	843	0.00	11,865
16	1,098,475,930	99.98	210,508	0.02	843

\*A vote withheld is not a vote in law and is therefore not counted towards the proportion of votes "for" or "against" the Resolution.

The full wording of these resolutions can be found below:

13. **THAT**, subject to the passing of Resolution 12, in substitution for all subsisting authorities to the extent unused, the Directors be generally authorised, pursuant to section 570 and section 573 of CA 2006, to allot equity securities (within the meaning of section 560, CA 2006) for cash pursuant to the authority conferred by Resolution 12, as if section 561(1) CA 2006 did not apply to any such allotment, provided that:

- (a) such authority shall be limited to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under Resolution 12(a)(ii), by way of a rights issue only):
  - i. to the ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - ii. to people who hold other equity securities, if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;

- (b) in the case of the authority granted under Resolution 12(a)(i) shall be limited to the allotment of equity securities for cash otherwise than pursuant to paragraph (a) up to an aggregate nominal amount of US\$ 578,348; and
- (c) such authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next annual general meeting of the Company after the date on which this

resolution is passed (or, if earlier, at the close of business on 30 June 2023), save that the Company may make offers and enter into agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offers and agreements as if the authority conferred hereby had not expired.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3), CA 2006 as if in the first paragraph of this Resolution the words “pursuant to the authority conferred by Resolution 12 in the notice of the meeting” were omitted.

14. **THAT** subject to the passing of Resolution 12 and 13 above and in addition to any power given to them pursuant to Resolution 13, the Directors be generally empowered pursuant to section 570 and section 573, CA 2006 to allot equity securities (as defined in the CA 2006) for cash, pursuant to the authority conferred by Resolution 12 in the notice of the meeting as if section 561(1) of the CA 2006 did not apply to the allotment. This power:

- (a) expires (unless previously renewed, varied or revoked by the Company in a general meeting) at the end of the next annual general meeting of the Company after the date on which this resolution is passed (or, if earlier, at the close of business on 30 June 2023), but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired; and
- (b) in the case of the authority granted under Resolution 12(a)(i), shall be limited to the allotment of equity securities for cash up to an aggregate nominal amount of US\$ 578,348 and provided that the allotment is for the purposes of financing (or refinancing, if the power is used within six months of the original transaction) a transaction which the directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of the notice of the meeting.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the CA 2006 as if in the first paragraph of this resolution the words “pursuant to the authority conferred by Resolution 12 in the notice of the meeting” were omitted.

15. **THAT**, in substitution for all subsisting authorities to the extent unused, the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) CA 2006) of ordinary shares of US\$0.01 each in the capital of the Company on such terms and in such manner as the Directors shall from time to time determine, provided that:

- (a) the maximum number of Ordinary Shares hereby authorised to be purchased is 115,669,602;
- (b) the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is the nominal value of an Ordinary Share at the time of such purchase;
- (c) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share shall be not more than the higher of (i) an amount equal to 105 per cent. of the average of the middle market quotations for an Ordinary Share (as derived from the London Stock Exchange Daily Official List) for the five business days immediately preceding the date on which that Ordinary Share is contracted to be purchased; and (ii) an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid on the trading venues where the purchase is carried out;
- (d) the authority hereby conferred shall expire at the conclusion of the next AGM of the Company after the passing of this Resolution or 30 June 2023, whichever is the earlier (unless previously revoked, varied or renewed by the Company in general meeting prior to such time); and
- (e) the Company may enter into a contract or contracts to purchase Ordinary Shares under this authority before the expiry of this authority and concluded in whole or in part after the expiry of this authority.

16. **THAT**, a general meeting of the Company, other than an AGM, may be called on not less than 14 clear days' notice.

In compliance with Listing Rule 9.6.3, a copy of all resolutions passed at the AGM have today been submitted to the National Storage Mechanism and will shortly be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

-ENDS-

**Ocorian Administration (UK) Limited (Company Secretary)**

Josh Finlay

+44 28 9693 0219  
gsam@ocorian.com

**Analyst / Investor enquiries:**

Ayesha Parra  
Nigel Beslee

+1-212-902-1000  
+44 (0) 207 774 1000

**Media enquiries:**

Finsbury Glover Hering  
Faeth Birch / Michael Turner / Sam Moodie

+44 (0) 207 252 3801

Issued by Petershill Partners plc

LEI: 213800HTCF8A7XM22A32

Registered in England and Wales no. 13289144

Registered office: 5th Floor 20 Fenchurch Street, London, England, EC3M 3BY

**ABOUT PETERSHILL PARTNERS plc.**

Petershill Partners plc (the "Company" or "Petershill Partners") and its Subsidiaries (the "Group") is a diversified, global alternatives investment group focused on private equity and other private capital strategies. Through our economic interests in 23 alternative asset management firms ("Partner-firms"), we provide investors with exposure to the growth and profitability of the alternative asset management industry. The Company completed its initial acquisition of the portfolio of Partner-firms on 28 September 2021 and was admitted to listing and trading on the London Stock Exchange on 1 October 2021 (ticker: PHLL). The Company is operated by Goldman Sachs Asset Management ("Goldman Sachs" or the "Operator") and is governed by a diverse and fully independent Board of Directors (the "Board").

Through our Partner-firms, we have exposure to \$234 billion of total assets under management ("AuM"), comprising a diverse set of more than 200 long-term private equity and other private capital funds where capital is typically locked in over a multi-year horizon. These underlying funds generate recurring management fees and the opportunity for meaningful profit participation over the typical 8+ year lifecycles of such funds. We believe our approach is aligned with the founders and managers of our Partner-firms and, as a result, allows the Company to participate in these income streams in a way that provides high-margin, diversified and stable cash flows for our shareholders.

For more information, visit <https://www.petershillpartners.com>. Information on the website is not incorporated by reference into this press release and is provided merely for convenience.