

THE BERKELEY GROUP HOLDINGS PLC
(“Berkeley” or the “Company”)

The Company has considered the reasons for the results of the Company’s Annual General Meeting of 6 September 2022, reflected in the voting outcomes for the resolutions regarding the new Remuneration Policy (resolution 3), the Restricted Share Plan (resolution 4) and the Long-Term Option Plan (resolution 5).

In formulating the new Remuneration Policy, the Remuneration Committee has sought to develop a remuneration structure that aligns with the unique operating model and inherent long-term focus of the business. Prior to the AGM, the Remuneration Committee of the Company undertook a detailed and extensive consultation with shareholders regarding remuneration for FY23 onwards to gain an understanding of their views. The Company gained positive feedback and support during the consultation from a range of shareholders, both UK and overseas, and we appreciate their ongoing engagement and support. The Remuneration Committee recognises that developing a new remuneration approach that meets the needs of all shareholders is difficult, but is of the view that the new Remuneration Policy, which includes introduction of ESG priorities into the incentive framework, normalisation of pension contributions and increased shareholding requirements represents further alignment with shareholders.

Following our extensive pre-AGM shareholder discussions, it was evident that some shareholders expressed particular reservations about certain areas of the policy, including the Change of Control provisions. In light of this, the Remuneration Committee determined that the Change of Control provisions would be amended reflecting this shareholder feedback. The Remuneration Committee is grateful for this engagement and we will continue to consult with shareholders and proxy advisers and will consider the full range of feedback as we implement the Company’s new Remuneration Policy.

6 September 2022