

28 September 2022

Baltic Classifieds Group PLC

(the "Company")

Results of Annual General Meeting

Baltic Classifieds Group PLC, (LSE: BCG), a leading online classifieds group in the Baltics, announces the results of the Company's Annual General Meeting ("AGM") held on 28 September 2022.

Resolution		Votes FOR (a)		Votes AGAINST		Total cast votes	% of shares on register on record date	Votes withheld (b)
		No.	%	No.	%			
1.	Receive the reports of the directors and auditor and the audited financial statements	294,067,116	98.79	3,608,126	1.21	297,675,242	59.49	0
2.	Approve the directors' Remuneration Report	295,996,665	99.44	1,678,577	0.56	297,675,242	59.49	0
3.	Approve the directors' remuneration policy	289,702,212	97.77	6,618,726	2.23	296,320,938	59.22	1,354,304
4.	Declare final dividend	296,302,003	99.54	1,373,239	0.46	297,675,242	59.49	0
5.	Elect Trevor Mather as a director	281,699,912	94.63	15,975,330	5.37	297,675,242	59.49	0
6.	Elect Justinas Šimkus as a director	289,020,972	97.09	8,654,270	2.91	297,675,242	59.49	0
7.	Elect Lina Mačienė as a director	285,751,815	95.99	11,923,427	4.01	297,675,242	59.49	0
8.	Elect Simonas Orkinas as a director	289,020,972	97.09	8,654,270	2.91	297,675,242	59.49	0
9.	Elect Ed Williams as a director (c)	295,860,312	99.39	1,814,930	0.61	297,675,242	59.49	0
10.	Elect Tom Hall as a director	271,860,791	91.33	25,814,451	8.67	297,675,242	59.49	0
11.	Elect Kristel Volver as a director (c)	292,252,186	98.18	5,423,056	1.82	297,675,242	59.49	0
12.	Elect Jurgita Kirvaitienė as a director (c)	297,382,782	99.90	292,460	0.10	297,675,242	59.49	0
13.	Appoint KPMG LLP as auditor	285,003,113	95.74	12,672,129	4.26	297,675,242	59.49	0
14.	Authorise the audit committee for and on behalf of the Board to determine the remuneration of the auditor	295,282,851	99.20	2,392,391	0.80	297,675,242	59.49	0
15.	Authorise the Company to make political donations	293,392,315	98.56	4,282,927	1.44	297,675,242	59.49	0
16.	Authorise the directors to allot shares	297,645,746	99.99	29,496	0.01	297,675,242	59.49	0

17.	Approve the waiver granted by the Panel on Takeovers and Mergers in relation to share buyback authority (d)	196,824,224	66.12	100,851,018	33.88	297,675,242	59.49	0
18.	Authorise general disapplication of pre-emption rights (e)	297,675,242	100.00	0	0.00	297,675,242	59.49	0
19.	Authorise additional disapplication of pre-emption rights (e)	294,027,116	98.77	3,648,126	1.23	297,675,242	59.49	0
20.	Approve on-market purchases of own shares (e)	294,067,116	98.79	3,608,126	1.21	297,675,242	59.49	0
21.	Approve off-market purchases of own shares (d) (e)	294,067,116	98.79	3,608,126	1.21	297,675,242	59.49	0
22.	Approve 14 days' notice for general meetings (e)	297,364,479	99.90	310,763	0.10	297,675,242	59.49	0

(a) The "FOR" proxy vote includes those giving the Chair discretion.

(b) A vote "Withheld" is not a vote in law and is not counted in the calculation of the proxy votes "FOR" or "AGAINST" the resolution.

(c) In accordance with Listing Rule 9.2.2ER, these resolutions were also passed on a poll of Independent Shareholders, therefore none of the members of the Concert Party (as defined in the Notice of Meeting) voted on it.

(d) As required under the City Code on Takeovers and Mergers, this resolution had to be passed by the Independent Shareholders, therefore none of the members of the Concert Party (as defined in the Notice of Meeting) voted on it.

(e) Special resolution requiring a 75% majority.

The Board notes that all resolutions were duly passed and would like to thank shareholders for their continued support. The Board also notes the outcome of the shareholder votes against Resolution 17 (the waiver granted by the Panel on Takeovers and Mergers in relation to share buyback authority). The Board understands the concerns of some shareholders around the Takeover Panel waiver, which was reflected in the votes on Resolution 17. However, it continues to believe that prompt return of cash to shareholders is of value to shareholders. The Board intends to engage with our shareholders to understand their views and publish an update within the next 6 months.

In accordance with the Financial Conduct Authority's Listing Rule 9.6.2, copies of all the resolutions passed by the Company's shareholders, other than ordinary business, will be submitted to the National Storage Mechanism and will shortly be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

The total number of shares in issue on 26 September 2022, the deadline for casting votes by proxy in advance of the AGM, was 500,392,405 shares. 59.49 per cent of voting capital, including votes withheld, was instructed in respect of the resolutions put to the AGM. The full text of the resolutions can be found in the Notice of Annual General Meeting 2022, which is available on the Company's website at <https://balticclassifieds.com/shareholder-meetings>.

Enquiries

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