
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the action you should take, you should immediately consult your stockbroker, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all your shares in Countrywide plc, please hand this document and the accompanying form of proxy to the purchaser or transferee, or to the stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.



Notice of Annual General Meeting
and
Explanatory Circular to Shareholders

Your attention is drawn to the letter from the Chairman of Countrywide plc ("the Company") which is set out on page 2 of this document and which recommends you to vote in favour of the Resolutions to be proposed at the Annual General Meeting.

Notice of an Annual General Meeting of the Company to be held at 10.00 am at Vintners Place, 68 Upper Thames Street, London EC4V 3BJ on 30 April 2014 is set out at the end of this document. Shareholders will also find enclosed with this document a form of proxy for use in connection with the Annual General Meeting.

To be valid, the form of proxy should be completed, signed and returned in accordance with the instructions printed thereon, as soon as possible and, in any event, so as to reach the Company's registrars, Capita Asset Services, by no later than 10.00 am on 28 April 2014. The form of proxy can be delivered by post or by hand to Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU.

Completion and return of a form of proxy will not preclude shareholders from attending and voting at the Annual General Meeting should they choose to do so. Further instructions relating to the form of proxy are set out in the notice of the Annual General Meeting.

Countrywide plc
17 Duke Street
Chelmsford
Essex CM1 1HP



19 March 2014

Dear Shareholder

Annual General Meeting

I am pleased to invite you to this year's Annual General Meeting ("AGM") to be held at 10.00 am at Vintners Place, 68 Upper Thames Street, London EC4V 3BJ on 30 April 2014. The formal notice convening the AGM can be found on pages 3 to 4 of this document.

The AGM gives the Board the opportunity to present the Company's performance and strategy to shareholders and to listen and respond to your questions. Your participation is important to us and if you cannot attend I would encourage you to vote ahead of the AGM.

If you are unable to attend the AGM, you may appoint the Chairman of the AGM or a person of your choice to be your proxy to attend, speak and vote on your behalf by completing the form of proxy. This proxy form should be completed, signed and returned in accordance with the instructions printed thereon at least 48 hours before the AGM.

New Reporting Requirements

Sections 414A to D and 415 to 419 of the Companies Act 2006 ("the Act") require the directors to prepare both a strategic report and a directors' report. The new requirement for a strategic report applies to financial years ended on or after 30 September 2013. The strategic report is required to contain (amongst other things):

- » a fair review of the Company's business and a description of the principal risks and uncertainties facing the Company;
- » the main trends and factors likely to affect the future development, performance and position of the Company's business;
- » an explanation of the Company's business model and strategy; and
- » gender statistics at Board and senior management level and in the work force as a whole.

The 2013 report and accounts, including the strategic report, directors' report and auditor's report, were prepared to comply with the requirements of the Act and various other regulatory rules. These are proposed for approval by shareholders as Resolution 1.

The government has recently reformed the legal framework for directors' remuneration in quoted companies in order to promote greater transparency. A substantially new regime applies to financial years ended on or after 30 September 2013. As a result, in accordance with the new requirements under the Act, shareholders are being asked to vote on two separate Resolutions: one to approve the contents of the directors' remuneration report on pages 44 to 56 of the annual report and accounts (excluding the Directors' Remuneration Policy) (Resolution 3), and one to approve the Directors' Remuneration Policy (Resolution 4).

The Board

Each director has agreed to submit himself or herself for reappointment by shareholders. Biographical details of all the directors as at the date of this Notice are set out on pages 38 to 39 of the annual report and accounts and appear on the Company's website www.countrywide.co.uk.

Explanatory Notes

Explanatory notes on the Resolutions to be considered at the AGM appear on pages 5 to 6 of this document.

Recommendation

Your directors consider that each Resolution to be proposed at the AGM is in the best interests of the shareholders as a whole and unanimously recommend shareholders to vote in favour of all Resolutions, as they intend to do in respect of their own shareholdings.

Yours faithfully

A handwritten signature in black ink that reads "David R. Watson".

David Watson
Interim Chairman

Notice of meeting

Notice is hereby given that the AGM of Countrywide plc ("the Company") will be held at 10.00 am at Vintners Place, 68 Upper Thames Street, London EC4V 3BJ on 30 April 2014. You will be asked to consider and if thought fit, to pass the Resolutions below. Resolutions 14 and 17 will be proposed as special resolutions. All other Resolutions will be proposed as ordinary resolutions.

Report and accounts

Resolution 1 – To receive the Company's annual report and accounts for the financial year ended 31 December 2013.

Final dividend

Resolution 2 – To approve the final dividend on the ordinary shares of 6 pence net per share for the year ended 31 December 2013 to shareholders on the register at the close of business on 28 March 2014.

Remuneration report and policy

Resolution 3 – To approve the directors' remuneration report (other than the part containing the Directors' Remuneration Policy) set out in the Company's annual report and accounts for the financial year ended 31 December 2013.

Resolution 4 – To approve the directors' remuneration policy set out on pages 45 to 49 of the directors' remuneration report contained within the Company's annual report and accounts for the financial year ended 31 December 2013.

Directors

Resolution 5 – To re-elect David Watson as a director of the Company.

Resolution 6 – To re-elect Grenville Turner as a director of the Company.

Resolution 7 – To re-elect Jim Clarke as a director of the Company.

Resolution 8 – To re-elect Caleb Kramer as a director of the Company.

Resolution 9 – To re-elect Sandra Turner as a director of the Company.

Resolution 10 – To re-elect Catherine Turner as a director of the Company.

Auditor

Resolution 11 – To re-appoint PricewaterhouseCoopers LLP as auditor of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.

Resolution 12 – To authorise the Company's Audit and Risk Committee to set the remuneration of the auditor.

Authority to allot shares

Resolution 13 – The Board be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 ("the Act") to exercise all the powers of the Company to allot shares (as defined in section 540 of the Act) in the Company and to grant rights to subscribe for or to convert any security into shares in the Company:

(a) up to an aggregate nominal amount of £731,483.20; and

(b) comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £1,462,966.40 (such amount to be reduced by any allotments or grants made under paragraph (a) of this Resolution 13) in connection with an offer by way of a rights issue:

(i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

(ii) to holders of other equity securities (as defined in section 560 of the Act) as required by the rights of those securities, or subject to such rights, as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers 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,

such authority to apply until the end of next year's AGM or, if earlier, until the close of business on 30 June 2015 but, in each case, during this period, the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Board may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not expired.

Notice of meeting continued

General power to disapply pre-emption rights (proposed as a special resolution)

Resolution 14 – That subject to the passing of Resolution 13, the Board be empowered pursuant to section 570 of the Companies Act 2006 (“the Act”) to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by that Resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if sub-section (1) of section 561 of the Act did not apply to any such allotment or sale provided that such power shall be limited:

(a) to the allotment of equity securities and sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (a) of Resolution 13, by way of a rights issue only):

(i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

(ii) to holders of other equity securities, as required by the rights of those securities, or as the Board otherwise considers necessary, and so that the Board may impose any limits or restrictions and make any arrangements which it considers 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; and

(b) in the case of the authority granted under paragraph (a) of Resolution 13 and/or in the case of any sale of treasury shares, to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £109,722.48,

such power to apply until the end of next year’s AGM or, if earlier, until the close of business on 30 June 2015 but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not expired.

Political donations

Resolution 15 – That in accordance with sections 366 and 367 of the Companies Act 2006 (“the Act”), the Company and all its subsidiaries at any time during the period for which this Resolution is effective are authorised, in aggregate, to:

(a) make political donations to political parties not exceeding £25,000 in total;

(b) make political donations to political organisations other than political parties not exceeding £25,000 in total; and

(c) incur political expenditure not exceeding £25,000 in total,

(as such terms are defined in sections 363 to 365 of the Act) during the period of one year beginning with the date of the passing of this Resolution.

Authority to undertake market purchase of own shares

Resolution 16 – That the Company be generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 (“the Act”) to make one or more market purchases (as defined in section 693(4) of the Act) of its ordinary shares of 1 pence each (“Ordinary Shares”) provided that:

(a) the maximum number of 1 pence Ordinary Shares hereby authorised to be purchased is 21,944,496, representing approximately 10% of the issued share capital;

(b) the minimum price (exclusive of expenses) which may be paid for each Ordinary Share is £0.01; and

(c) the maximum price (exclusive of expenses) which may be paid for each Ordinary Share is the highest of:

(i) shall not be more than 5% above the average market value of an Ordinary Share (as derived from the Daily Official List of the London Stock Exchange) for the five business days immediately preceding the day on which that ordinary share is contracted to be purchased; and

(ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out at the relevant time,

such authority to apply until the end of next year’s AGM or, if earlier, 30 June 2015 but during this period the Company may enter into a contract to purchase Ordinary Shares, which would, or might, be completed or executed wholly or partly after the authority ends and the Company may purchase Ordinary Shares pursuant to any such contract as if the authority had not ended.

Notice of general meetings (proposed as a special resolution)

Resolution 17 – That a general meeting other than an AGM may be called on not less than 14 clear days’ notice.

By order of the Board



Gareth Williams
Company Secretary
19 March 2014

Registered Office:
17 Duke Street
Chelmsford
Essex CM1 1HP

Explanatory notes to the proposed resolutions

For any of the special resolutions listed below (Resolutions 14 and 17) to be passed at the AGM, at least three quarters of the votes cast must be in favour of the Resolution.

For any of the ordinary resolutions listed below (all resolutions except Resolutions 14 and 17) to be passed at the AGM, more than half the votes cast must be in favour of the Resolution.

Resolution 1 – To receive the Company's annual report and accounts

For each financial year the directors are required to present the annual report and accounts of the Company (including the strategic report, directors' report and auditor's report) to the shareholders.

Resolution 2 – To approve the payment of a final dividend

A final dividend can be paid only after it has been approved by the shareholders. A final dividend of 6 pence net per ordinary share is recommended by the directors for payment to shareholders who were on the register at the close of business on 28 March 2014. If approved, the final dividend will be paid on 7 May 2014.

Resolution 3 – Approval of the directors' remuneration report

The directors are required to prepare an annual report detailing the remuneration of the directors and a statement by the Chairman of the Remuneration Committee (together, the "Directors' Remuneration Report"). The Company is required to seek shareholders' approval in respect of the contents of this report on an annual basis (excluding the part containing the Directors' Remuneration Policy, which is dealt with in Resolution 4). The vote is an advisory one.

You can find the Directors' Remuneration Report on pages 44 to 56 of the annual report and accounts.

Resolution 4 – Approval of the directors' remuneration policy

The Company is separately required to seek shareholders' approval of its policy on remuneration of directors ("the Directors' Remuneration Policy") set out on pages 45 to 49 of the directors' remuneration report. This vote is a binding one.

The Directors' Remuneration Policy, if approved, will take effect from the date of approval by shareholders at the AGM held on 30 April 2014 and will apply until replaced by a new or amended policy. Once the policy is effective, the Company will not be able to make remuneration payments to a director, or loss of office payments to a current or past director, unless the payment is consistent with the approved policy or has been otherwise approved by shareholders.

If the Directors' Remuneration Policy is not approved by the shareholders for any reason, the Company will, if and to the extent permitted to do so under the Companies Act 2006, continue to make payments to directors in accordance with its existing contractual arrangements and will seek shareholder approval for a revised policy as soon as practicable.

Resolutions 5 to 10 – Reappointment of directors

Resolutions 5 to 10 deal with the re-election of directors in accordance with the requirements of the Company's Articles of Association and of the UK Corporate Governance Code. Biographical details of all the directors (as at the date of this Notice) seeking re-election are set out on pages 38 to 39 of the annual report and accounts and appear on the Company's website www.countrywide.co.uk.

Resolutions 11 and 12 – Auditor

The Company's auditor must offer themselves for reappointment at each AGM at which accounts are presented. The performance and effectiveness of the auditor, which included an assessment of the auditor's independence and objectivity has been evaluated by the Company's Audit and Risk Committee which has recommended to the Board that PricewaterhouseCoopers LLP be reappointed and its remuneration be determined by the Company's Audit and Risk Committee.

Resolution 13 – Authority to allot shares

Paragraph (a) of this Resolution would give the directors the authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares up to an aggregate nominal amount equal to £731,483.20 (representing 73,148,320 ordinary shares of 1 pence each). This amount represents approximately one-third of the issued ordinary share capital (excluding treasury shares) of the Company as at 19 March 2014, the latest practicable date prior to publication of this Notice.

In line with guidance issued by the Association of British Insurers ("ABI"), paragraph (b) of this Resolution would give the directors authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares in connection with a rights issue in favour of ordinary shareholders up to an aggregate nominal amount equal to £1,462,966.40 (representing 146,296,640 ordinary shares), as reduced by the nominal amount of any shares issued under paragraph (a) of this Resolution. This amount (before any reduction) represents approximately two-thirds of the issued ordinary share capital (excluding treasury shares) of the Company as at 19 March 2014, the latest practicable date prior to publication of this Notice.

The authorities sought under paragraphs (a) and (b) of this Resolution will expire at the earlier of 30 June 2015 and the conclusion of the Annual General Meeting of the Company held in 2015.

The directors have no present intention to exercise either of the authorities sought under this Resolution except, under paragraph (a), to satisfy options and awards under the Company's option and incentive schemes and one-off incentive arrangements, but the Board wishes to ensure that the Company has maximum flexibility in managing the Company's capital resources.

However, if they do exercise the authorities, the directors intend to follow ABI recommendations concerning their use (including as regards the directors standing for re-election in certain cases).

As at the date of this Notice, no ordinary shares are held by the Company in treasury.

Explanatory notes to the proposed resolutions continued

Resolution 14 – Disapplication of pre-emption rights in certain circumstances (proposed as a special resolution)

This Resolution would give the directors the authority to allot ordinary shares (or sell any ordinary shares which the Company elects to hold in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholdings.

This power would be limited to allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares or as the Board otherwise considers necessary, or otherwise up to an aggregate nominal amount of £109,722.48 (representing 10,972,248 ordinary shares). This aggregate nominal amount represents approximately 5% of the issued ordinary share capital of the Company as at 19 March 2014, the latest practicable date prior to publication of this Notice. In respect of this aggregate nominal amount, the directors confirm their intention to follow the provisions of the Pre-Emption Group's Statement of Principles regarding cumulative usage of authorities within a rolling three-year period where the Principles provide that usage in excess of 7.5% should not take place without prior consultation with shareholders.

The authority will expire at the earlier of 30 June 2015 and the conclusion of the AGM of the Company held in 2015.

Resolution 15 – Political donations

Part 14 of the Companies Act 2006 imposes restrictions on companies making political donations to: (i) political parties; (ii) other political organisations; and (iii) independent election candidates and on incurring political expenditure (as defined in the Companies Act 2006) without shareholders' consent. The Company does not envisage making any political donations; however, as the definitions used in the Act are broad, it is possible that normal business activities, which might not be thought to be political expenditure in the usual sense, could be caught. On that basis, authority is being sought purely as a precaution.

Resolution 16 – Authorisation for the Company to purchase its own shares

This Resolution seeks authority for the Company to purchase up to 10% of its issued ordinary shares (excluding any treasury shares), renewing the authority granted by the shareholders on 18 March 2013 prior to the admission of the Company's shares to the premium listing segment of the Official List and to trading on London Stock Exchange plc. The Company purchased no ordinary shares in the period from 18 March 2013 to the date of this Notice under the existing authority.

The directors will exercise this authority only when to do so would be in the best interests of the Company, and of its shareholders generally, and could be expected to result in an increase in the earnings per share of the Company.

Ordinary shares purchased by the Company pursuant to this authority may be held in treasury or may be cancelled. The directors will consider holding any ordinary shares the Company may purchase as treasury shares. The Company currently has no ordinary shares in treasury. The minimum price, exclusive of expenses, which may be paid for an ordinary share is 1 pence. The maximum price, exclusive of expenses, which may be paid for an ordinary share is the highest of (i) an amount equal to 5% above the average market value for an ordinary share (as derived from the Daily Official Limit of the London Stock Exchange) for the five business days immediately preceding the date of the purchase; and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out at the relevant time.

As at 19 March 2014, being the latest practicable date before the publication of this document, the Company had options over 7,943,631 ordinary shares outstanding, representing 3.62% of the Company's issued ordinary share capital as at that date and 4.02% of the Company's issued ordinary share capital if the full authority to buy back ordinary shares being sought is granted and used and that all ordinary shares so bought back are cancelled and not held in treasury and re-issued.

The authority will expire at the earlier of 30 June 2015 and the conclusion of the AGM of the Company held in 2015.

Given the current shareholding of Oaktree Capital Management (UK) LLP ("Oaktree") in the Company, a market purchase by the Company of its own shares could increase the percentage of voting rights in which Oaktree is interested to more than 30% (but not more than 50%) of the Company's voting rights and so technically could trigger a mandatory offer obligation under Rule 9 of the Takeover Code. The Company would not carry out a market purchase of its own shares having such an effect without prior consultation with the Panel on Takeovers and Mergers and obtaining further shareholder approval.

Resolution 17 – Notice of general meetings (proposed as a special resolution)

Under the Companies Act 2006 the Company may call a general meeting other than an AGM, by giving 14 days' clear notice to shareholders. Under the Companies (Shareholder Rights) Regulations 2009, this period is extended to 21 clear days unless the Company has obtained shareholder approval for a shorter period.

AGMs will still require 21 clear days' notice. The shorter notice period would not be used as a matter of routine, but only where the flexibility was merited by the business of the meeting and was thought to be in the interests of shareholders as a whole.

Notes to the notice of meeting

1. Shareholders' right to appoint a proxy

Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the Annual General Meeting (AGM) provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Capita Asset Services:

- » by post at Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU;
- » by telephone UK – 0871 664 0300 (UK calls cost 10 pence per minute, plus network extras). From overseas – +44 0208 639 3399. Lines are open 9.00 am to 5.30 pm Monday to Friday, excluding public holidays; or
- » by email – shareholderenquiries@capita.co.uk.

2. Form of proxy

To be valid any proxy form or other instrument appointing a proxy must be received:

- » by post or (during normal business hours only) by hand at Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU;
- » electronically via the shareholder portal at www.countrywide-shares.com, you will need to have your Investor Code which can be found on your share certificate. If you have not already registered, you can do so by following the relevant link to the registration page;
- » in the case of shareholders holding their shares through CREST, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in paragraphs 9 to 12 below; or
- » by using the enclosed pre-paid envelope,

in each case no later than 28 April 2014 at 10.00 am.

3. In the case of a member which is a Company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the Company or an attorney for the Company.

4. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM.

6. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraphs 9 to 12 below) will not prevent a member attending the AGM and voting in person if he or she wishes to do so.

7. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first named being the most senior).

8. If you appoint more than one proxy and the proxy forms appointing those proxies would give those proxies the apparent right to exercise votes on your behalf in a general meeting over more shares than you hold, then each of those proxy forms will be invalid and none of the proxies so appointed will be entitled to attend, speak or vote at the relevant general meeting.

9. CREST

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

10. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent Capita Asset Services (ID is RA10) by 10.00 am on 28 April 2014. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

11. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

12. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Notes to the notice of meeting continued

13. Nominated Persons

Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him or her and the shareholder by whom he or she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he or she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

14. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 to 4 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.

15. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company at 6.00 pm on 28 April 2014 (or, in the event of any adjournment, on the date which is two days before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

16. Voting

Voting at the AGM will be conducted by way of a poll rather than on a show of hands. The Board believes a poll is more representative of shareholders' voting intentions because shareholders' votes are counted according to the number of shares held and all votes tendered are taken into account.

17. As at 19 March 2014 (being the last practicable prior to the publication of this Notice) the Company's issued share capital consists of 219,444,961 issued ordinary shares of 1 pence each admitted to trading and carrying one vote each. The Company does not hold any ordinary shares in treasury. Therefore the total voting rights in the Company as at 19 March 2014 are 219,444,961.

18. Documents for display

Copies of the service contracts and letters of appointment of the directors of the Company will be available for inspection at least 15 minutes prior to the meeting and during the meeting.

19. Members power to require website publication of audit concerns

Under section 527 of the Companies Act 2006 members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter that the members propose to raise at the AGM relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

20. Corporate representatives

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its power as a member provided that they do not do so in relation to the same shares.

21. Except as provided above, members who have general queries about the meeting should use the following means of communication (no other methods of communication will be accepted):

- » by telephone UK – 0871 664 0300 (UK calls cost 10 pence per minute, plus network extras). From overseas – +44 0208 639 3399. Lines are open 9.00 am to 5.30 pm Monday to Friday, excluding public holidays; or
- » by post to the Company Secretary, Countrywide plc, 17 Duke Street, Chelmsford, Essex, CM1 1HP, England.

You may not use any electronic address provided either in this notice of Annual General Meeting or any related documents (including the Chairman's letter and proxy form) to communicate with the Company for any purposes other than those expressly stated.

22. Shareholders' right to ask questions at the AGM

Any member attending the meeting has the right to ask questions relating to the business of the AGM. The Company may answer any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

23. Notice of AGM on Company's website

A copy of this notice, and other information required by section 311A of the Companies Act 2006, can be found at www.countrywide.co.uk.

24. Poll result

It is expected that the total of the votes cast by shareholders for or against or withheld on each resolution will be published on www.countrywide.co.uk after the AGM.