

## Countrywide plc

### Poll results of 2016 Annual General Meeting

Countrywide plc (“the Company”) announces that its Annual General Meeting (“AGM”) held at Vintners Place, 68 Upper Thames Street, London EC4V 3BJ on 27 April 2016 at 10.00am was successfully concluded. All resolutions were duly passed by shareholders by way of a poll. The voting results are below and the voting represents 90.17% of the issued share capital of 218,156,972 shares.

A vote withheld is not a vote in law and is not counted in the calculation of the votes for or against a resolution.

Resolutions 16 and 18 were special resolutions and the full text of all of the resolutions is set out in the Notice of AGM on the Company’s website.

The following tables show the votes cast on each resolution:

### Countrywide – Poll Results by All Shareholders

RESOLUTION		VOTES					
		FOR		AGAINST		WITHHELD	TOTAL
		Votes	%	Votes	%	Votes	
1	Company's annual report and accounts	195,639,175	99.45%	1,074,390	0.55%	9,125	196,722,690
2	Final dividend	196,722,690	100.00%	0	0.00%	0	196,722,690
3	Directors' remuneration report	155,912,863	79.26%	40,809,433	20.74%	394	196,722,690
4	Election of Peter Long	196,477,503	99.88%	245,187	0.12%	0	196,722,690
5	Re-election of David Watson	196,525,613	99.90%	197,077	0.10%	0	196,722,690
6	Re-election of Alison Platt	194,526,828	98.88%	2,195,862	1.12%	0	196,722,690
7	Re-election of Jim Clarke	196,330,671	99.80%	392,019	0.20%	0	196,722,690
8	Re-election of Caleb Kramer	169,048,295	85.93%	27,674,394	14.07%	0	196,722,689
9	Re-election of Richard Adam	196,525,613	99.90%	197,077	0.10%	0	196,722,690
10	Re-election of Catherine Turner	196,033,553	99.65%	689,137	0.35%	0	196,722,690
11	Re-election of Jane Lighting	196,526,890	99.90%	195,800	0.10%	0	196,722,690
12	Re-election of Alexander Gavin	196,526,890	99.90%	195,800	0.10%	0	196,722,690
13	Reappointment of auditor	195,680,718	99.87%	250,371	0.13%	791,601	196,722,690
14	Remuneration of auditor to be determined by the Audit and Risk Committee	196,695,504	99.99%	24,409	0.01%	2,777	196,722,690
15	Authority to allot shares	195,716,247	99.49%	1,006,443	0.51%	0	196,722,690
16	General power to disapply pre-emption rights	194,605,681	98.92%	2,117,009	1.08%	0	196,722,690
17	Political donations	196,424,375	99.85%	297,315	0.15%	1,000	196,722,690
18	Authority to make market purchases	193,621,608	99.01%	1,937,097	0.99%	1,163,985	196,722,690
19	Approval of waiver of Rule 9 offer obligation	85,836,926	65.26%	45,688,909	34.74%	62,731,855	194,257,690

**Notes:-**

- 1) *Percentage of votes cast for proxy votes results calculated excludes withheld votes*
- 2) *Total of ordinary shares in issue (eligible to vote) 218,156,972*
- 3) *Total of votes received per Resolution (including withheld votes) 196,722,690*
- 4) *Participation level per Resolution (including withheld votes) 90.17%*

**Countrywide – Poll Results by Independent Shareholders**

RESOLUTION		VOTES					Total Votes
		FOR		AGAINST		WITHHELD	
		Votes	%	Votes	%	Votes	
4	Election of Peter Long	131,280,648	99.99	245,187	0.01	0	131,525,835
5	Re-election of David Watson	131,328,758	99.99	197,077	0.01	0	131,525,835
9	Re-election of Richard Adam	131,328,758	99.99	197,077	0.01	0	131,525,835
10	Re-election of Catherine Turner	130,836,698	99.48	689,137	0.52	0	131,525,835
11	Re-election of Jane Lighting	131,330,035	99.99	195,800	0.01	0	131,525,835
12	Re-election of Alexander Gavin	131,330,035	99.99	195,800	0.01	0	131,525,835

**Note:-**

- 1) *Percentage of votes cast by independent shareholders for Resolutions 4, 5, 9, 10, 11 and 12 appointing Independent Non-Executive Directors exclude Oaktree's holding of 65,196,855*