

Countrywide plc

Poll results of 2017 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 2017 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 85.4% of the issued share capital of 237,931,467 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, 17 and 19 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	202,391,173	99.99%	4,238	0.01%	790,382	203,185,793
2	Directors’ remuneration report	202,605,393	99.71%	580,400	0.29%	0	203,185,793
3	Directors’ remuneration policy	202,605,093	99.71%	580,400	0.29%	300	203,185,793
4	Re-election of Peter Long	199,800,005	98.33%	3,384,511	1.67%	1,277	203,185,793
5	Re-election of David Watson	203,111,378	99.96%	74,415	0.04%	0	203,185,793
6	Re-election of Alison Platt	202,849,052	99.83%	336,741	0.17%	0	203,185,793
7	Re-election of Jim Clarke	201,385,847	99.11%	1,798,669	0.89%	1,277	203,185,793
8	Re-election of Caleb Kramer	202,852,216	99.84%	332,953	0.16%	624	203,185,793
9	Re-election of Richard Adam	203,111,081	99.96%	72,811	0.04%	1,901	203,185,793
10	Re-election of Catherine Turner	203,111,746	99.96%	73,423	0.04%	624	203,185,793
11	Re-election of Jane Lighting	203,111,908	99.96%	73,885	0.04%	0	203,185,793
12	Re-election of Rupert Gavin	203,112,370	99.96%	73,423	0.04%	0	203,185,793
13	Reappointment of auditor	202,759,772	99.79%	426,021	0.21%	0	203,185,793
14	Remuneration of auditor to be determined by the Audit and Risk Committee	203,152,923	99.99%	28,632	0.01%	4,238	203,185,793
15	Authority to allot shares	202,998,430	99.91%	187,363	0.09%	0	203,185,793
16	General power to disapply pre-emption rights	198,835,909	97.86%	4,349,884	2.14%	0	203,185,793

RESOLUTION		VOTES					
		FOR		AGAINST		WITHHELD	TOTAL
		Votes	%	Votes	%	Votes	
17	Additional authority to disapply pre-emption rights for the purpose of acquisitions or capital investments	162,111,751	79.78%	41,074,042	20.22%	0	203,185,793
18	Political donations	202,769,730	99.83%	340,363	0.17%	75,700	203,185,793
19	Authority to make market purchases	203,125,631	99.97%	60,162	0.03%	0	203,185,793
20	Approval of waiver of Rule 9 offer obligation	102,576,490	78.16%	28,666,057	21.84%	71,943,236	203,185,783

Notes:-

- 1) *Percentage of votes cast for proxy votes results calculated excludes withheld votes*
- 2) *Total of ordinary shares in issue (eligible to vote) 237,931,467*
- 3) *Total of votes received per Resolution (including withheld votes) 203,185,793*
- 4) *Participation level per Resolution (including withheld votes) 85.4%*

Countrywide – Poll Results by Independent Shareholders

RESOLUTION		VOTES					
		FOR		AGAINST		WITHHELD	Total Votes
		Votes	%	Votes	%	Votes	
4	Re-election of Peter Long	128,103,150	97.43%	3,384,511	2.57	1,277	131,487,661
5	Re-election of David Watson	131,414,523	99.94%	74,415	0.06	0	131,488,938
9	Re-election of Richard Adam	131,414,226	99.94%	72,811	0.06	1,901	131,487,037
10	Re-election of Catherine Turner	131,414,891	99.94%	73,423	0.06	624	131,488,314
11	Re-election of Jane Lighting	131,415,053	99.94%	73,885	0.06	0	131,488,938
12	Re-election of Rupert Gavin	131,415,515	99.94%	73,423	0.06	0	131,488,938

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 71,696,855.*