

26 April 2018

Countrywide plc

Voting results of Annual General Meeting held on 25 April 2018

Countrywide plc (“the Company”) announces that its Annual General Meeting (“AGM”) held at Vintners Place, 68 Upper Thames Street, London EC4V 3BJ on 25 April 2018 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 83.1% of the issued share capital of 237,931,467 shares.

As required by Listing Rule 9.6.3R, a copy of resolution 18, not being ordinary business, has been submitted to the National Storage Mechanism and will shortly be available for inspection at www.morningstar.co.uk/uk/NSM.

The poll results will also to be posted on the Company’s website.

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 14, 15 and 17 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.

Countrywide – Poll Results by All Shareholders

RESOLUTION		VOTES					
		FOR		AGAINST		WITHHELD	TOTAL
		Votes	%	Votes	%	Votes	
1	Company's annual report and accounts	196,662,536	100.00%	3,442	0.00	1,088,925	196,665,978
2	Directors' remuneration report	186,239,889	94.18%	11,511,829	5.82%	3,184	197,751,718
3	Re-election of Peter Long	195,101,598	98.74%	2,496,783	1.26%	156,521	197,598,381
4	Re-election of David Watson	195,265,244	98.74%	2,489,659	1.26%	0	197,754,903
5	Re-election of Himanshu Raja	196,098,241	99.16%	1,656,662	0.84%	0	197,754,903

6	Re-election of Caleb Kramer	197,157,564	99.70%	597,338	0.30%	0	197,754,902
7	Re-election of Jane Lighting	195,265,244	98.74%	2,489,659	1.26%	0	197,754,903
8	Re-election of Cathy Turner	195,265,244	98.74%	2,489,659	1.26%	0	197,754,903
9	Re-election of Rupert Gavin	194,731,872	98.47%	3,020,069	1.53%	2,961	197,751,941
10	Re-election of Natalie Ceeney	195,265,244	98.74%	2,489,659	1.26%	0	197,754,903
11	Reappointment of auditor	197,009,991	99.62%	744,911	0.38%	0	197,754,902
12	Remuneration of auditor to be determined by the Audit and Risk Committee	197,537,134	99.89%	213,808	0.11%	3,961	197,750,942
13	Authority to allot shares	197,581,288	99.91%	173,615	0.09%	0	197,754,903
14	General power to disapply pre-emption rights	197,741,234	99.99%	13,575	0.01%	94	197,754,809
15	Additional authority to disapply pre-emption rights for the purposes of acquisitions or capital investments	162,581,083	82.21%	35,173,725	17.79%	94	197,754,808
16	Political donations	197,717,902	99.98%	37,001	0.02%	0	197,754,903
17	Authority to make market purchases	196,698,992	99.48%	1,031,096	0.52%	24,814	197,730,088
18	Approval of Waiver of Rule 9 offer obligation	110,105,878	87.50%	15,734,965	12.50%	217,204	125,840,843

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) 197,754,903
- 4) Participation level per Resolution (including withheld votes) 83.1%

Countrywide – Poll Results by Independent Shareholders

RESOLUTION		VOTES					Total Votes
		FOR		AGAINST		WITHHELD	
		Votes	%	Votes	%	Votes	
4	Re-election of David Watson	123,568,389	98.02%	2,489,659	1.98%	0	126,058,048
7	Re-election of Jane Lighting	123,568,389	98.02%	2,489,659	1.98%	0	126,058,048
8	Re-election of Cathy Turner	123,568,389	98.02%	2,489,659	1.98%	0	126,058,048
9	Re-election of Rupert Gavin	123,035,017	97.60%	3,020,069	2.40%	2,961	126,055,086
10	Re-election of Natalie Ceeney	123,568,389	98.02%	2,489,659	1.98%	0	126,058,048

Note:-

- 1) Percentage of votes cast by independent shareholders for Resolutions 4, 7, 8, 9 and 10 appointing Independent Non-Executive Directors exclude Oaktree's holding of 71,696,855.

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