

1 May 2019

Countrywide plc

Voting results of Annual General Meeting held on 30 April 2019

Countrywide plc (“the Company”) announces that its Annual General Meeting (“AGM”) held at Vintners Place, 68 Upper Thames Street, London EC4V 3BJ on 30 April 2019 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 88.84% of the issued share capital of 1,638,050,452 shares.

As required by Listing Rule 9.6.3R, a copy of resolution 19, 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 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 15, 16, 18 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 Company notes that more than 20% of the votes cast on resolution 6 (“Re-election of Caleb Kramer as a director”) were against that resolution. In accordance with the UK Corporate Governance Code, the Company will consult with shareholders to understand the reasons behind the result on that resolution and will in due course provide an update on the views received from shareholders.

Countrywide – Poll Results by All Shareholders

RESOLUTION		VOTES					
		FOR		AGAINST		WITHHELD	TOTAL
		Votes	%	Votes	%	Votes	
1	Company's annual report and accounts	1,454,218,207	100.00	6,514	0.00	972,009	1,454,224,721
2	Remuneration	1,406,084,725	96.63	49,109,956	3.37	2,048	1,455,194,681
3	Re-election of Peter Long	1,448,755,327	99.56	6,434,228	0.44	7,174	1,455,189,555
4	Re-election of David Watson	1,453,933,351	99.91	1,256,865	0.09	6,514	1,455,190,216
5	Re-election of Himanshu Raja	1,454,289,523	99.94	900,693	0.06	6,514	1,455,190,216
6	Re-election of Caleb Kramer	1,074,345,528	74.30	371,586,633	25.70	9,264,568	1,445,932,161
7	Re-election of Jane Lighting	1,453,947,358	99.91	1,249,372	0.09	0	1,455,196,730
8	Re-election of Rupert Gavin	1,455,138,083	100.00	49,324	0.00	9,323	1,455,187,407
9	Re-election of Natalie Ceeney	1,453,947,074	99.91	1,249,656	0.09	0	1,455,196,730

10	Re-election of Paul Creffield	1,455,162,667	100.00	34,063	0.00	0	1,455,196,730
11	Re-election of Mark Shuttleworth	1,455,143,776	100.00	46,440	0.00	6,514	1,455,190,216
12	Reappointment of auditor	1,431,172,309	99.51	7,024,420	0.49	17,000,000	1,438,196,729
13	Remuneration of auditor to be determined by the Audit and Risk Committee	1,432,399,851	99.60	5,787,556	0.40	17,009,323	1,438,187,407
14	Authority to allot shares	1,455,053,824	99.99	136,310	0.01	6,596	1,455,190,134
15	General power to disapply pre-emption rights (special resolution)	1,455,111,053	99.99	79,081	0.01	6,596	1,455,190,134
16	Additional authority to disapply pre-emption rights for the purposes of acquisitions or capital investments (special resolution)	1,247,181,370	85.71	208,008,763	14.29	6,596	1,455,190,133
17	Political donations	1,455,031,926	99.99	162,597	0.01	2,207	1,455,194,523
18	Authority to make market purchases (special resolution)	1,453,882,354	99.91	1,314,375	0.09	0	1,455,196,729
19	Cancellation of share premium account (special resolution)	1,455,148,228	100.00	42,242	0.00	6,260	1,455,190,470

Notes:-

- 1) *Percentage of votes cast for proxy votes results calculated excludes withheld votes.*
- 2) *Total of ordinary shares in issue (eligible to vote) 1,638,050,452.*
- 3) *Total of votes received per Resolution (including withheld votes) 1,455,196,730*
- 4) *Participation level per Resolution (including withheld votes) 88.84%*

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