

For the attention of: *Countrywide plc employees*

We are required by the City Code on Takeovers and Mergers to send you this announcement

Dear colleague

Announcement of a possible offer by Connells Limited (“Connells”) for Countrywide plc (“Countrywide”)

On 9 November 2020, Countrywide made an announcement (the “**Announcement**”) under Rule 2.4 of the City Code on Takeovers and Mergers (the “**Takeover Code**”) that it is in discussions with Connells regarding a possible cash offer for Countrywide (the “**Possible Offer**”).

In accordance with Rule 2.11 of the Takeover Code a copy of the Announcement is included in this document below, so that it is readily available to you. A copy of the Announcement, and all other information, documents and announcements relating to the Possible Offer will remain available during the course of the offer period on Countrywide’s website at <https://www.countrywide.co.uk/corporate/investor-relations/>. This document is not to be taken as a summary of the information in the Announcement and should not be regarded as a substitute for reading the Announcement in full.

Where employee representatives have been appointed, they have the right under Rule 25.9 of the Takeover Code to have a separate opinion on the effects of the Possible Offer on employment appended to any offeree board circular (or, if applicable, scheme circular) on the Possible Offer that may be published by Countrywide. Countrywide will be responsible for the costs reasonably incurred by employees representatives in obtaining advice required for the verification of the information contained in that opinion in order to comply with the highest standards of care and accuracy that are required by Rule 19.1 of the Takeover Code.

Although the Announcement has put Countrywide into what is known as an “offer period” under the Takeover Code, at this stage, there can be no certainty that any offer will ultimately be made for Countrywide.

Please be aware that addresses, electronic addresses and certain other information provided by you for the receipt of communications from Countrywide may be provided to Connells during the offer period as required under Section 4 of Appendix 4 of the Takeover Code.

Should you wish to contact Countrywide regarding administrative matters in view of the Announcement please email keepintouch@countrywide.co.uk during normal business hours.

Paul Creffield
Managing Director
Countrywide plc

Notes

Right to request hard copies

You may request a copy of the Announcement and any information incorporated into it by reference to another source in hard copy form by emailing investor@countrywide.co.uk or by calling Liz Hutton on 01245 294022 during normal business hours. A hard copy of the Announcement will not be sent to you unless you so request it.

You may also request that all future documents, announcements and information sent to you in relation to the Possible Offer should be sent to you in hard copy form, again by writing to the address set out above or by calling the telephone number above.

Directors' responsibility statement

The directors of Countrywide (the "Directors") accept responsibility for the information contained in this document relating to Countrywide. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

Disclosure requirements of the Takeover Code

Under Rule 8.3(a) of the Takeover Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 p.m. (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 p.m. (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Takeover Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 p.m. (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0) 20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

COPY OF ANNOUNCEMENT

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF THAT JURISDICTION

THIS ANNOUNCEMENT IS NOT AN ANNOUNCEMENT OF A FIRM INTENTION TO MAKE AN OFFER UNDER RULE 2.7 OF THE CITY CODE ON TAKEOVERS AND MERGERS (THE "CODE") AND THERE CAN BE NO CERTAINTY THAT AN OFFER WILL BE MADE, NOR AS TO THE TERMS ON WHICH ANY OFFER WILL BE MADE

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION
FOR IMMEDIATE RELEASE

9 November 2020

Countrywide plc

Statement re Possible Offer and Postponement of General Meeting

Statement re: Possible Offer

Countrywide plc ("**Countrywide**" or the "**Company**") has received an indicative approach from Connells Limited to acquire the entire issued and to be issued share capital of the Company, in cash, at a price of 250 pence per Countrywide share (the "**Approach**"). The Approach is at an early stage and Connells Limited has indicated that any offer is conditional upon, amongst other things, completion of confirmatory due diligence and the recommendation of the Board of Countrywide.

There can be no certainty that an offer will be made, nor as to the terms of any such offer, should one be made.

Postponement of General Meeting

In the light of recent discussions with shareholders, the Board has taken the decision to postpone the general meeting to approve the shareholder resolutions pursuant to the proposed transaction announced on 22 October 2020 (the "**Proposed Transaction**") until further notice.

Accordingly, Countrywide shareholders should take no further action in connection with the Proposed Transaction (including the making of payments of application monies, and the submission of application forms, documents of title, proxy forms and voting instructions) until further notice.

In the meantime, the Board will continue to engage with its shareholders to examine all potential options to deliver a sustainable capital structure for the Company and to maximise shareholder value.

A further announcement will be made as and when appropriate.

Notes

In accordance with Rule 2.6(a) of the Code, Connells Limited is required, by not later than 5.00 p.m. on 7 December 2020, either to announce a firm intention to make an offer for the Company in accordance with Rule 2.7 of the Code or to announce that it does not intend to make an offer, in which case the announcement will be treated as a statement to which Rule 2.8 of the Code applies. This deadline can be extended with the consent of the Panel on Takeovers and Mergers in accordance with Rule 2.6(c) of the Code.

This announcement does not amount to, and should not be treated as, an announcement of a firm intention to make an offer and accordingly there can be no certainty that an offer will be made, nor as to the terms on which any offer will be made.

This announcement has been made without the consent of Connells Limited.

The person responsible for arranging for the release of this announcement is Gareth Williams, Company Secretary of Countrywide.

Enquiries:

Countrywide

Analysts and investors

Himanshu Raja, Chief Financial Officer

investor@countrywide.co.uk

Media

Natalie Gunson

press.office@countrywide.co.uk

Tel: +44 (0)7721 439043

Jefferies (Joint Financial Adviser and Joint Corporate Broker to Countrywide):

Paul Nicholls

Tel: +44 (0) 20 7029 8000

Paul Bundred

William Brown

Barclays (Joint Financial Adviser and Joint Corporate Broker to Countrywide):

Paul Nicholls

Tel: +44 (0) 20 7029 8000

Paul Bundred

William Brown

Brunswick Group (Financial PR)

Kim Fletcher

Tel: +44 (0) 20 7404 5959

Diana Vaughton

Important notice

This announcement is not intended to, and does not, constitute, represent or form part of any offer, invitation or solicitation of any offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities or the solicitation of any vote or approval in any jurisdiction, whether pursuant to this announcement or otherwise.

Overseas jurisdictions

The release, distribution or publication of this announcement in jurisdictions other than the United Kingdom may be restricted by the laws of the relevant jurisdictions and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom should inform themselves about, and observe, any applicable requirements. The information disclosed in this announcement may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside the United Kingdom. Any failure to comply with the restrictions may constitute a violation of the securities law of any such jurisdiction.

Publication on a website

In accordance with Rule 26.1 of the Code, a copy of this announcement will be available at www.countrywide.co.uk/corporate/investor-relations/ by no later than 12 noon London time on the business day following this announcement.

The content of the website referred to in this announcement is not incorporated into and does not form part of this announcement.

Rule 2.9

In accordance with Rule 2.9 of the Code, Countrywide confirms that as at the date of this announcement, it has in issue 32,826,068 shares of 1 pence each. The International Securities Identification Number (ISIN) of Countrywide's shares is GB00BK5V9445 and Countrywide's LEI number is 213800N1OX24ENZUIK30.

Disclosure requirements of the Code

Under Rule 8.3(a) of the Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom

Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror, save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

Electronic communications

Please be aware that addresses, electronic addresses and certain other information provided by Countrywide shareholders, persons with information rights and other relevant persons for the receipt of communications from Countrywide may be provided to Connells Limited during the offer period as required under Section 4 of Appendix 4 of the Code to comply with Rule 2.11 of the Code.

Disclaimers

Jefferies International Limited ("**Jefferies**"), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority ("**FCA**"), is acting as Joint Financial Adviser and Joint Corporate Broker to Countrywide and no one else in connection with the matters set out in this announcement and will not regard any other person as its client in relation to the matters in this announcement. In connection with such matters, Jefferies, its affiliates and its and their respective partners, directors, officers, employees, representatives and agents will not regard any person other than Countrywide as their client, nor will they be responsible to anyone other than Countrywide for providing the protections afforded to their clients or for providing advice in relation to the contents of this announcement or any other matter referred to in this announcement.

Barclays Bank PLC, acting through its investment bank ("**Barclays**"), which is authorised by the Prudential Regulation Authority and regulated in the United Kingdom by the FCA and the Prudential Regulation Authority, is acting as Joint Financial Adviser and Joint Corporate Broker exclusively for Countrywide and no one else in connection with the matters set out in this announcement and will not be responsible to anyone other than Countrywide for providing the protections afforded to clients of Barclays, nor for providing advice in relation to any matter referred to herein.

In accordance with the Code, normal United Kingdom market practice and Rule 14e-5(b) of the Securities Exchange Act of 1934, Barclays and its affiliates will continue to act as exempt principal trader in Countrywide securities on the London Stock Exchange. These purchases and activities by exempt principal traders which are required to be made public in the United Kingdom pursuant to the Code will be reported to a Regulatory Information Service and will be available on the London Stock Exchange website at www.londonstockexchange.com. This information will also be publicly disclosed in the United States to the extent that such information is made public in the United Kingdom.

This information is provided by RNS, the news service of the London Stock Exchange. RNS is approved by the Financial Conduct Authority to act as a Primary Information Provider in the United Kingdom. Terms and conditions relating to the use and distribution of this information may apply. For further information, please contact rns@lseg.com or visit www.rns.com. RNS may use your IP address to confirm compliance with the terms and conditions, to analyse how you engage with the information contained in this communication, and to share such analysis on an anonymised basis with others as part of our commercial services. For further information about how RNS and the London Stock Exchange use the personal data you provide us, please see our Privacy Policy.