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PLEASE SEE THE IMPORTANT NOTICES INCLUDED IN THIS ANNOUNCEMENT.

28 August 2018

Countrywide plc (the “Company”)

Results of General Meeting

Further to the announcements made on 2 and 21 August 2018 in respect of the Firm Placing and Placing and Open Offer, the Company is pleased to announce that, at the General Meeting of the Company held at 10:30 a.m. today, the Capital Refinancing Resolutions set out in the combined prospectus and circular published on 2 August 2018 (the “**Combined Prospectus and Circular**”) were each duly passed by shareholders by way of a poll. As announced by the Company on 20 August 2018, the Remuneration Resolutions set out in the Combined Prospectus and Circular were withdrawn prior to the General Meeting.

The voting results are set out below and will also be posted on the Company’s website:

Resolution		Votes					
		For		Against		Withheld	Total votes cast
		Votes	%	Votes	%	Votes	
3	Approval of the subscription by Oaktree Capital Management of up to 397,733,081 New Ordinary Shares	113,365,415	98.06	2,237,757	1.94	15,232	115,603,172
4	Approval of the subscription by Brandes Investment Partners of up to 310,462,824 New Ordinary Shares	149,165,869	98.76	1,868,174	1.24	32,145,319	151,034,043
5	Approval of the Issue	183,572,671	98.01	3,727,356	1.99	15,232	187,300,027

Notes:

1. Percentages are expressed as a proportion of the total votes cast (which does not include votes withheld).
2. A vote withheld is not a vote in law and is not counted in the calculation of the votes for or against a resolution.
3. Any proxy appointments which gave discretion to the Chairman have been included in the "For" totals.
4. Oaktree Capital Management and its affiliates are not entitled to vote on Resolution 3. Brandes Investment Partners and its affiliates are not entitled to vote on Resolution 4.

As required by Listing Rule 9.6.3R, a copy of the resolutions will be submitted to the National Storage Mechanism and will shortly be available for inspection at <http://morningstar.co.uk/uk/NSM>.

The Firm Placing and Placing and Open Offer remain conditional, *inter alia*, upon Admission having become effective by no later than 8:00 a.m. on 30 August 2018 (or such later date as the Company and the Joint Bookrunners may agree). Admission is expected to take place at 8.00 a.m. on 30 August 2018.

Unless otherwise defined, the terms used in this announcement shall have the same meaning as set out in the Combined Prospectus and Circular.

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IMPORTANT NOTICES

This announcement has been issued by and is the sole responsibility of the Company. A copy of the Combined Prospectus and Circular is available from the registered office of the Company and on the Company's website at www.countrywide.co.uk provided that the Combined Prospectus and Circular will not, subject to certain exceptions, be available (whether through the website or otherwise) to Shareholders in the United States or other Excluded Territories.

Neither the content of the Company's website nor any website accessible by hyperlinks on the Company's website is incorporated in, or forms part of, this announcement. The Combined Prospectus and Circular will give further details of the New Ordinary Shares that was being offered pursuant to the Firm Placing and the Placing and Open Offer. This announcement is not a prospectus but an advertisement and investors should not acquire any New Ordinary Shares referred to in this announcement except on the basis of the information contained in the Combined Prospectus and Circular. This announcement is for informational purposes only and does not purport to be complete. No reliance may be placed by any person for any purpose on

the information contained in this announcement or its accuracy or completeness. The information in this announcement is subject to change.

Barclays Bank PLC, acting through its investment bank, which is authorised by the PRA in the United Kingdom and regulated by the PRA and the FCA, is acting for the Company and no one else in connection with the Issue and will not regard any other person as its client in connection with the Issue and will not be responsible to anyone other than the Company for providing the protections afforded to its clients nor for giving advice in relation to the Issue or any arrangement referred to, or information contained, in this announcement.

Jefferies International Limited which is authorised and regulated by the FCA, is acting for the Company and no one else in connection with the Issue and will not regard any other person as its client in connection with the Issue and will not be responsible to anyone other than the Company for providing the protections afforded to its clients nor for giving advice in relation to the Issue or any arrangement referred to, or information contained, in this announcement.

Apart from the responsibilities and liabilities, if any, which may be imposed on Jefferies and Barclays by FSMA or the regulatory regime established thereunder or under the regulatory regime of any other jurisdiction where exclusion of liability under the relevant regulatory regime would be illegal, void or unenforceable, neither Barclays nor Jefferies nor any of their respective affiliates, directors, officers, employees or advisers, accept any responsibility whatsoever for the contents of this announcement, and no representation or warranty, express or implied, is made by Jefferies and Barclays in relation to the contents of this announcement, including its accuracy, completeness or verification or regarding the legality of any investment in the New Ordinary Shares by any person under the laws applicable to such person or for any other statement made or purported to be made by it, or on its behalf, in connection with the Company, the New Ordinary Shares, the Issue, and nothing in this announcement is, or shall be relied upon as, a promise or representation in this respect, whether as to the past or the future. To the fullest extent permissible Jefferies and Barclays accordingly disclaim all and any responsibility or liability whether arising in tort, contract or otherwise (save as referred to above) which they might otherwise have in respect of this announcement.

This announcement is for information purposes only and is not intended to, and does not, constitute or form part of any offer or invitation to purchase or subscribe for, or any solicitation to purchase or subscribe for, the New Ordinary Shares in the United States, Australia, Canada, Japan, South Africa, and any other Excluded Territory or any other jurisdiction. The information contained in this announcement is not for release, publication or distribution, directly or indirectly, in or into the United States, Australia, Canada, Japan or South Africa and should not be distributed, forwarded to or transmitted in or into any jurisdiction where to do so might constitute a violation of the securities laws or regulations of such jurisdiction. There was no public offer of the New Ordinary Shares in the United States, Australia, Canada, Japan, South Africa or any other Excluded Territory. The distribution of this announcement, any other offering or publicity material relating to the Firm Placing and/or the Placing and Open Offer and/or the Combined Prospectus and Circular and/or the transfer of New Ordinary Shares into jurisdictions other than the United Kingdom may be restricted by law or regulation, and, therefore, persons into whose possession this announcement and/or the Combined Prospectus and Circular comes should inform themselves about and observe any such restrictions. Any failure to comply with any such restrictions may constitute a violation of the securities laws of such jurisdiction. In

particular, subject to certain exceptions, the information contained in this announcement and the Combined Prospectus and Circular should not be distributed, forwarded or transmitted in or into the United States, Australia, Canada, Japan, South Africa or any other Excluded Territory. Any failure to comply with these restrictions may constitute a violation of the securities laws or regulations of any such jurisdiction. The transfer of the New Ordinary Shares may also be so restricted by law or regulation.

*The New Ordinary Shares have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "**US Securities Act**"), or under the securities laws of any state or other jurisdiction of the United States and may not be offered, sold, pledged, taken up, exercised, resold, renounced, transferred or delivered, directly or indirectly, within the United States except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. The New Ordinary Shares offered outside the United States are being offered in reliance on Regulation S under the US Securities Act. There was no public offer of New Ordinary Shares in the United States. The New Ordinary Shares, the Combined Prospectus and Circular, the Application Form and this announcement have not been recommended, approved or disapproved by the U.S. Securities and Exchange Commission, any state securities commission in the United States or any other US regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the New Ordinary Shares or the accuracy or adequacy of the Application Form, the Combined Prospectus and Circular or this announcement. Any representation to the contrary is a criminal offence in the United States.*

Accordingly, subject to certain exceptions, the Firm Placing and Placing and Open Offer was not being made in the United States and neither this announcement, the Application Form nor the Combined Prospectus and Circular constitute or will constitute an offer, or an invitation to apply for, or an invitation to subscribe for or acquire any New Ordinary Shares in the United States.

This announcement does not constitute a recommendation concerning the Firm Placing and the Placing and Open Offer. The price and value of securities can go down as well as up. Past performance is not a guide to future performance. The contents of this announcement are not to be construed as legal, business, financial or tax advice. Each Shareholder or prospective investor should consult his, her or its own legal adviser, business adviser, financial adviser or tax adviser for legal, financial, business or tax advice.