

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

FOR IMMEDIATE RELEASE

24 November 2020

**Countrywide plc
("Countrywide" or the "Company")**

Update on strategic options and changes to the Board

On 22 October 2020, Countrywide announced a proposed recapitalisation of the Company that included an equity raising of approximately £90 million fully underwritten by Alchemy Partners (the "Alchemy Transaction").

Discussions with the Company's shareholders have indicated insufficient support for the Alchemy Transaction in its current form, but also a recognition of the need for new capital and a readiness among shareholders to invest in the Company.

In light of these discussions, the Board is continuing to engage with all major shareholders to explore all potential options to deliver a sustainable capital structure for the Company and to maximise shareholder value, including (but not limited to): (i) a capital raise to be underwritten by Alchemy Partners on amended terms; (ii) the indicative approach received from Connells Limited (as announced on 9 November); and (iii) a capital raise from existing shareholders of the Company. The Company will provide an update on these discussions in due course as appropriate.

Changes to the Board

Countrywide also announces today that Peter Long has stepped down from his role as Executive Chairman and has retired as a director of the Company with immediate effect. In addition, Countrywide is pleased to announce the appointment of Philip Bowcock as interim CEO with immediate effect.¹ Mr Bowcock was previously CEO of William Hill plc, overseeing a business with significant high street presence, leading it through a retail and digital transition. Mr Bowcock will lead the discussions with major shareholders towards stabilising the Company's capital structure, and discussions with Alchemy Partners and Connells in relation to their proposals.

Further, Paul Creffield, Group Managing Director, has indicated his intention to retire from the Company with effect from 24 November 2021. Mr Creffield will retire as a director at the end of March 2021, following which he will remain available for the remainder of his notice period in order to support a smooth transition process.

¹ Mr Bowcock will undertake those elements of his role which do not constitute senior management functions in relation to Countrywide Principal Services Limited with immediate effect. Mr Bowcock's appointment is otherwise subject to approval by the Financial Conduct Authority, and this process is underway.

David Watson, currently Deputy Chairman and Senior Independent Non-Executive Director, has begun a search for a new independent Chair to succeed Mr Long. In the interim, Mr Watson is stepping up as Acting Non-Executive Chairman, and Natalie Ceeney CBE, currently Non-Executive Director and Chair of the Remuneration Committee, will become Senior Independent Non-Executive Director.

Commenting on the changes to the Board:

Peter Long said "This business has many underlying strengths and a terrific group of people. It was always my intention to step back when we found the right figure to take Countrywide forward, and Philip is that person. The business is in good hands."

David Watson, Acting Non-Executive Chairman, said "Peter has worked tirelessly to secure the future of Countrywide. He has done the company a great service in bringing our shareholders to the table for constructive talks. This is a fundamentally sound business with a bright future. Philip's wealth of experience in leading large, listed companies will be hugely valuable as we navigate the near-term challenge of recapitalising the business and position it for long-term success."

Paul Creffield, Group Managing Director, said "Philip's experience in leading a people business with significant high street presence will complement the deep industry experience of our talented teams well. This business has demonstrated its quality with strong trading through a difficult year. I'm delighted to welcome Philip to Countrywide and look forward to working with him and supporting him through this transition."

Philip Bowcock, interim CEO, said "Countrywide is a strong business that has been held back by its debt burden. It has the largest estate agency network in the UK, a portfolio of well-known and trusted brands, and great people with significant real estate experience. I look forward to working with the team at Countrywide and our shareholders to unlock the long-term value of the Company's underlying resilience for all our stakeholders."

Committee changes

As a result of the above changes, Rupert Gavin, Non-Executive Director, will join the Group Audit & Risk Committee (GARC), Amanda Rendle, Non-Executive Director will join the Remuneration Committee, in each case with immediate effect, and David Watson will become the chair of the Nomination Committee subject to approval by the Financial Conduct Authority.

Notes

The remuneration details relating to Peter Long and Paul Creffield required to be made available under Section 430(2B) of the Companies Act 2006 will be published on the Countrywide website in due course.

Pursuant to 9.6.13R of the Listing Rules of the UK Listing Authority, Philip Bowcock was a director of William Hill Plc from 1 November 2015 until 30 September 2019. In addition, Philip Bowcock was a director of Luminar Group Holdings plc and a number of Lumina Group companies (namely, Luminar Oceana Limited, Luminar Finance Limited, Luminar Gems Limited, Luminar Lava Ignite Limited, Luminar Liquid Limited and Luminar Leisure Limited) from 1 June 2010 until to 14 November 2011, joining a new management team which sought to address the financial challenges facing the business at that time. The Luminar Group, having been put into administration by the directors at the end of October 2011, was restructured and the trading element (now known as The Deltic Group) was sold to a private company in December 2011. There is no further information which would require disclosure under Listing Rule 9.6.13R.

Requirements of the Code

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. Pursuant to Rule 2.5 of the Code, Connells Limited has reserved the right to vary the form and/or mix of the offer consideration set out in its approach. This announcement is made without the consent of Connells Limited.

+++++

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):

Robert Mayhew

Tel: +44 (0) 20 7623 2323

Richard Basingthwaighte

Stuart Muress

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.

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.