



## Notice of 2017 Annual General Meeting

This document is important and requires your immediate attention. If you are in any doubt as to the action you should take, it is recommended that you seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser who, in the case of shareholders registered on the United Kingdom section of the share register, is authorised under the UK Financial Services and Markets Act 2000.

If you have sold or transferred all of your shares in Capital & Counties Properties PLC, please forward this document, together with the accompanying documents, to the purchaser or transferee, or to the bank, stockbroker or other agent through or to whom the sale or transfer was effected for delivery to the purchaser or transferee.

**Directors**

I. C. Durant, Chairman

I.D. Hawksworth, Chief Executive

S. Jobanputra, Chief Financial Officer

G.J. Yardley, Managing Director & Chief Investment Officer

G.J. Gordon

J.G. Murphy

D. Pinsent

H.E. Staunton

A. Steains

A.D. Strang

**Registered Office:**

15 Grosvenor Street

London

W1K 4QZ

20 March 2017

# Annual General Meeting

To the holders of ordinary shares and, for information only, to the holders of awards under the Company's share schemes.

Dear Shareholder

Annual General Meeting: Friday, 5 May 2017  
("Annual General Meeting")

The notice convening the Annual General Meeting (the "Notice") to be held on 5 May 2017 at 11.30 a.m. is set out on pages 7 and 8 of this document. For information on how to vote at the Annual General Meeting, including how to appoint a proxy to vote on your behalf, please refer to the 'Action to be taken' on page 6 of this document.

The Company's Annual Report for the year ended 31 December 2016 contains information relevant to this meeting. Shareholders who have elected to receive information from Capital & Counties Properties PLC (the "Company") in hard copy have received this document with the 2016 Annual Report and Accounts (the "2016 Annual Report"), whilst shareholders receiving information electronically will be viewing this document on the Company's website ([www.capitalandcounties.com](http://www.capitalandcounties.com)) from which the 2016 Annual Report can also be downloaded.

## Annual General Meeting Ordinary Business

Resolutions numbered 1 to 14 refer to items of ordinary business: to receive the accounts and the reports of the Directors and the Auditors for 2016, to declare a final dividend for 2016, to elect or re-elect Directors and to re-appoint the Auditors and authorise the Directors to set the Auditors' remuneration. Each of these resolutions is proposed as an ordinary resolution which means that for each resolution to be passed, more than half of the votes cast must be in favour of the resolution.

### Resolution 1 (ordinary resolution) Annual Report and Accounts

The Directors of the Company must present the Company's Annual Report and Accounts for the year ended 31 December 2016 to the Annual General Meeting.

### Resolution 2 (ordinary resolution) Final Dividend

Shareholders are being asked to approve a final dividend of 1 pence per ordinary share for the year ended 31 December 2016. If the recommended final dividend is approved, this is expected to be paid on 31 May 2017 to all ordinary shareholders who are on the register of members at the close of business (London time) on 21 April 2017.

### Resolutions 3 to 12 (ordinary resolutions) Election and re-election of Directors

The UK Corporate Governance Code recommends that all directors of FTSE 350 companies should be subject to annual election by shareholders. Situl Jobanputra was appointed as a Director on 1 January 2017, and will therefore seek election by shareholders for the first time at the Annual General Meeting. The remaining Directors have resolved that they will all offer themselves for re-election at this Annual General Meeting.

In 2016, an externally facilitated Board evaluation was undertaken. Following consideration of the evaluation report and consideration of the contribution provided by each Director, but in particular that of Graeme Gordon, Andrew Strang and Henry Staunton who are each standing for election for their seventh consecutive year, I am pleased to confirm that the Board considers that each Director continues to make a valuable contribution to the Board's deliberations and continues to demonstrate commitment. The Board therefore unanimously recommends that each Director be elected or re-elected. Brief biographies of each Director are set out on pages 11 and 12 of this document.

### Resolutions 13 and 14 (ordinary resolutions) Re-appointment and remuneration of Auditors

The Board, on the recommendation of the audit committee of the Company (the "Audit Committee"), recommends the re-appointment of PricewaterhouseCoopers LLP as Auditors to hold office until the next general meeting of the Company at which accounts are presented. PricewaterhouseCoopers LLP were first appointed as Auditors of the Company in 2010 and have now held the position for 7 years. PricewaterhouseCoopers LLP have expressed their willingness to continue in office for a further year. The Directors are requesting authorisation to determine the Auditors' remuneration. The Directors have delegated the responsibility for setting the Auditors' remuneration to the Audit Committee. Details of the remuneration paid to the Auditors during the year ended 31 December 2016 can be found in the 2016 Annual Report.

### Annual General Meeting Special Business

There are eight resolutions, numbered 15 to 22, which will be considered as special business at the Annual General Meeting. Resolutions 15, 16, 17, 18 and 22 are proposed as ordinary resolutions. This means that for each of these resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 19 to 21 are proposed as special resolutions. This means that for each of these resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution. Further information relating to each of these resolutions is set out below:

### Resolution 15 (ordinary resolution) Approval of Directors' Remuneration Policy

Resolution 15 is an ordinary resolution to approve the Directors' Remuneration Policy. Shareholders are invited to approve the Directors' Remuneration Policy which is set out in the Directors' Remuneration Report on pages 72 to 78 of the 2016 Annual Report.

The policy, which sets out the Company's forward looking policy on Directors' remuneration (including the approach to exit payments to Directors), is subject to a binding shareholder vote by ordinary resolution at least every three years.

#### Resolution 15 (ordinary resolution) Approval of Directors' Remuneration Policy continued

Once the Directors' Remuneration Policy has been approved, all payments by the Company to the Directors and any former Directors must be made in accordance with the policy (unless a payment has separately been approved by shareholder resolution). If the Company wishes to change the Directors' Remuneration Policy, it will need to put the revised policy to a shareholder vote again before it can implement any payments pursuant to the amended policy.

If the Directors' Remuneration Policy remains unchanged, the Companies Act 2006 (the "2006 Act") requires the Company to put the policy to shareholders for approval again no later than 30 June 2020.

#### Resolution 16 (ordinary resolution) Approval of the Directors' Remuneration Report

Resolution 16 is an ordinary resolution to approve the Directors' Remuneration Report. Shareholders are invited to approve the Directors' Remuneration Report (other than the Directors' Remuneration Policy), which is included on pages 70 to 88 of the 2016 Annual Report and provides details of remuneration for Directors in 2016. In accordance with current company law, the vote on the remuneration report is advisory and no Director's remuneration is conditional upon the passing of this resolution.

#### Resolution 17 (ordinary resolution) Renewal of authority to offer an optional Scrip Dividend Scheme

The Company's Articles of Association allow the Directors to offer a scrip dividend alternative (subject to shareholder approval). The Company's scrip dividend scheme (the "Scrip Dividend Scheme") was last approved by shareholders at the annual general meeting in 2012 and the 31 December 2016 final dividend will be the last dividend to which the 2012 approved Scrip Dividend Scheme can apply (as the authority given in 2012 was stated to expire at the conclusion of the annual general meeting to be held in 2017).

Resolution 17 seeks to renew the Directors' authority to offer an optional Scrip Dividend Scheme. The Scrip Dividend Scheme will give shareholders the right to continue to elect to receive new ordinary shares in the Company (credited as fully paid) instead of future cash dividends. At the Directors' discretion, the Scrip Dividend Scheme may be offered in respect of any future final or interim dividends. The Scrip Dividend Scheme is subject to shareholder approval and Resolution 17 is being proposed at the Annual General Meeting to obtain that approval. The authority contained in Resolution 17 is sought for a period of three years, to expire at the conclusion of the annual general meeting of the Company to be held in 2020. Unless circumstances change, the Directors would expect to renew this authority at the annual general meeting of the Company to be held in 2020.

Details of how the Scrip Dividend Scheme will operate in respect of future dividends are set out in Appendix 1 on page 13 of this notice of Annual General Meeting, and in the Scrip Dividend Scheme booklet (the "Booklet") which, for shareholders who have elected to receive hard copy information, accompanies this Notice of Annual General Meeting. The Booklet can also be found on the Company's website [www.capitalandcounties.com](http://www.capitalandcounties.com).

#### Resolutions 18 and 19 Directors' authority to allot equity securities and disapplication of pre-emption rights

Under the 2006 Act, the Directors of a company may only allot unissued shares if authorised to do so by the shareholders in a general meeting.

#### Resolution 18 (ordinary resolution) Directors' authority to allot new shares

At the annual general meeting of the Company held on 6 May 2016, the Directors were given authority to allot new shares in the Company up to a nominal amount of £70,095,579.50, and a further authority to allot new shares in the Company up to a nominal amount of £70,095,579.50 in connection with an offer by way of a rights issue. These authorities expire at the end of this Annual General Meeting.

The authority in paragraph (i) of Resolution 18 renews the authority conferred on the Directors by paragraph 5.2 of Article 5 of the Company's Articles of Association and will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to a nominal value of £70,439,632.00, representing 33.3 per cent of the Company's total issued ordinary share capital as at 16 March 2017 (being the last practicable date before the publication of this document).

The authority in paragraph (ii) of Resolution 18 will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares only in connection with a fully pre-emptive rights issue up to a further nominal value of £70,439,632.00, representing a further 33.3 per cent of the Company's total issued ordinary share capital as at 16 March 2017 (being the last practicable date before the publication of this document). This is in accordance with the Investment Association's Share Capital Management Guidelines ("IA Guidelines") published in July 2016.

Together, paragraphs (i) and (ii) of Resolution 18 empower the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares of the Company up to £140,879,264.00 in nominal amount, representing the IA Guidelines limit of 66.6 per cent of the Company's existing issued share capital as at 16 March 2017 (being the last practicable date before the publication of this document).

If the resolution is passed these authorities will expire on 30 June 2018 or at the end of the annual general meeting in 2018, whichever is earlier.

Other than the allotment of shares under the terms of the share schemes operated by the Company and the Scrip Dividend Scheme, the Directors have no present intention to undertake a rights issue or to allot new shares.

The Company does not hold any treasury shares as at the date of this document.

#### Resolution 19 (special resolution) Disapplication of pre-emption rights

Resolution 19 empowers the Directors to allot shares, or sell treasury shares for cash (other than in connection with an employee share scheme) otherwise than on a pro rata basis to the Company's shareholders, as if Section 561 of the 2006 Act did not apply.

Section 561 of the 2006 Act requires that a company issuing shares for cash must first offer them to existing shareholders in proportion to their existing holdings. Paragraph (i) of Resolution 19 authorises the Directors to allot new shares issued pursuant to the authority given by paragraph (i) of Resolution 19, or sell treasury shares, for cash (a) in connection with a pre-emptive offer or rights issue or (b) otherwise up to an aggregate nominal value of £10,576,521.25 representing five per cent. of the total issued ordinary share capital of the Company, as at 16 March 2017 (being the last practicable date before the publication of this document), in each case without the shares first being offered to existing shareholders in proportion to their existing holdings in accordance with the statutory requirements set out in the 2006 Act.

The purpose of paragraph (ii) of Resolution 19 is to authorise the Directors to allot new shares issued pursuant to the authority given by paragraph (ii) of Resolution 18, or sell treasury shares, for cash in connection with a rights issue without the shares first being offered to existing shareholders in proportion to their existing holdings in accordance with the statutory requirements set out in the 2006 Act. This is in line with the IA Guidelines.

If the resolution is passed, these authorities will expire on 30 June 2018 or at the end of the annual general meeting in 2018, whichever is earlier.

#### Resolution 20 (special resolution) Purchase of own shares

A special resolution is proposed to grant the Company authority to purchase its own shares in the market.

The Directors will seek authority, to expire on 30 June 2018 or at the end of the annual general meeting in 2018, whichever is earlier, for the Company to purchase its own shares in the market up to a maximum of 84,612,170 shares having an aggregate nominal value of £21,153,042.50, being 10 per cent of the Company's existing issued share capital as at 16 March 2017 (being the last practicable date before the publication of this document).

The Company's exercise of this authority is subject to the stated upper and lower limits on the price payable stated in this resolution.

As required to be stated under the Listing Rules, as at 16 March 2017 (being the last practicable date before the publication of this document), there were options and share awards outstanding to subscribe for 6,878,597 shares.

If the outstanding options and share awards were fully exercised, they would represent 0.81 per cent of the existing 846,121,707 shares of the Company as at 16 March 2017. If the buyback authority were exercised in full, that percentage would be 0.90 per cent of the reduced share capital of 761,509,537 shares.

The Directors consider it desirable and in the Company's interests for shareholders to grant to the Company authority to exercise this power, within certain limits, to enable the Company to purchase its own shares. This authority would only be exercised if and when conditions are favourable, with a view to enhancing net asset value per share.

Any shares purchased would be held as treasury shares which may, at the discretion of the Directors, be resold for cash, transferred in connection with an employee share scheme, or cancelled. No dividends will be paid on, and no voting rights will be exercised in respect of, treasury shares.

#### Resolution 21 (special resolution) Notice of general meetings

Under the 2006 Act the notice period for all general meetings of the Company is 21 clear days. Annual general meetings will always be held on at least 21 clear days' notice but shareholders can approve a shorter notice period for other general meetings, as long as this is not less than 14 clear days. Under its Articles of Association, the Company is able to call general meetings (other than an annual general meeting) on 14 clear days' notice and would like to preserve this ability.

In order to maintain flexibility for the Company, Resolution 21 seeks shareholders' approval to do this, which will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed. The Company will also need to meet the requirements for electronic voting under the regulations before it can call a general meeting on 14 clear days' notice.

The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

#### Resolution 22 (ordinary resolution) Approval of performance share plan

Resolution 22 seeks approval of the introduction of a new performance share plan, the Capital & Counties Properties PLC Performance Share Plan 2017 (the "PSP") to replace the existing Performance Share Plan 2010 and the Matching Share Plan 2010 (together, the "Existing Incentive Plans"). The PSP simplifies the Company's incentive arrangements and replaces the Existing Incentive Plans with a single plan.

Awards under the PSP will be made annually to the executive directors in accordance with the Directors' Remuneration Policy set out in the Directors' Remuneration Report. A detailed description of the principal terms of the PSP is set out in Appendix 2 to this document. How the PSP will fit within the policy for remunerating the executive directors, including limits and performance conditions, is set out in the Directors' Remuneration Report in the 2016 Annual Report.

#### Action to be taken

Whether or not shareholders propose to attend the Annual General Meeting, it is important that they complete, sign and return a form of proxy or vote electronically as set out below. The completion and return of a form of proxy in hard copy or voting electronically will not prevent you from attending and voting at the Annual General Meeting in person if you wish.

To be valid, the form of proxy must be lodged with the Company's registrars by not later than 11.30 a.m. (London time) and 12.30 p.m. (Johannesburg time) on 3 May 2017. Shareholders receiving hard copies of this document or a postal alert will also have received a form of proxy for voting at the Annual General Meeting. For other shareholders, a form of proxy is available for download from the Company's website ([www.capitalandcounties.com](http://www.capitalandcounties.com)).

Shareholders registered on the United Kingdom section of the register should return the form of proxy to the reply-paid address shown on the form of proxy or as instructed on the downloaded proxy or, for personal delivery, to Capita Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, or, alternatively, may give their instructions electronically via the registrar's website: [www.capitashareportal.com](http://www.capitashareportal.com). If their shares are held in CREST, they may, if preferred, give instructions electronically via CREST as detailed in the notes to the Notice of Annual General Meeting on page 9.

Shareholders registered on the South African section of the register should return the form of proxy to the reply-paid address shown on the form of proxy or as instructed on the downloaded proxy or, for personal delivery, to Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 (PO Box 61051, Marshalltown, 2107) South Africa, unless the shares are held in the Strate Proprietary Limited system for electronic clearing and settlement and holding of uncertificated securities (the "Strate system") via a Central Securities Depository Participant ("CSDP") or broker, in which case the proxy voting instruction is to be provided to the CSDP or broker (as applicable) in sufficient time to permit the CSDP or broker to advise the registrar not later than 11.30 a.m. (London time) and 12.30 p.m. (Johannesburg time) on 3 May 2017 or no later than 48 hours before the meeting. Please contact your CSDP or broker for advice as to any earlier final dates for lodgement.

Shareholders on the South African section of the register who hold their shares in certificated form and shareholders on the South African section of the register who hold own name dematerialised shares in Computershare's CSDP with an email address on record will be able to cast their proxy votes online. A link to the online proxy form and a security pin will be forwarded to eligible shareholders by email from Computershare. If you are a shareholder holding shares in the Strate system via a CSDP or broker and wish to attend the Annual General Meeting in person, you must request the necessary letter of representation from your CSDP or broker prior to the meeting.

#### Recommendation

The Board considers the above proposals to be in the best interests of the Company and its shareholders as a whole and unanimously recommends that shareholders vote in favour of all the resolutions, as the Directors intend to do in respect of their own beneficial shareholdings, totalling 32,604,769 shares, representing approximately 3.85 per cent. of the existing issued share capital of the Company as at 16 March 2017.

Yours faithfully



Ian Durant  
Chairman



## Notice of meeting

Notice is hereby given that the Annual General Meeting of Capital & Counties Properties PLC (“the “Company”) will be held at the Canary Riverside Plaza, 46 Westferry Circus, Canary Wharf, London E14 8RS, United Kingdom on 5 May 2017 at 11.30 a.m. (London time) for the purpose set out below.

Resolutions 19 to 21 will be proposed as special resolutions. All other resolutions will be proposed as ordinary resolutions.

### Ordinary Business

1. To receive the Accounts and the Reports of the Directors and the Auditors for the year ended 31 December 2016.
2. To declare a final dividend for the year ended 31 December 2016 of 1 pence per ordinary share.
3. To re-elect Ian Durant as a Director (Chairman).
4. To re-elect Ian Hawksworth as a Director (Executive).
5. To elect Situl Jobanputra as a Director (Executive).
6. To re-elect Gary Yardley as a Director (Executive).
7. To re-elect Graeme Gordon as a Director (Non-executive).
8. To re-elect Gerry Murphy as a Director (Non-executive).
9. To re-elect Demetra Pinsent as a Director (Non-executive).
10. To re-elect Henry Staunton as a Director (Non-executive).
11. To re-elect Andrew Strang as a Director (Non-executive).
12. To re-elect Anthony Steains as a Director (Non-executive).
13. To re-appoint PricewaterhouseCoopers LLP as Auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
14. To authorise the Audit Committee of the Board to determine the Auditors’ remuneration.

### Special Business

#### As an Ordinary Resolution:

15. THAT the Directors’ Remuneration Policy which appears at pages 72 to 78 of the 2016 Annual Report and Accounts for the year ended 31 December 2016 (and takes effect immediately after the conclusion of the Annual General Meeting) be approved.

#### As an Ordinary Resolution:

16. THAT the Directors’ Remuneration Report (other than the Directors’ Remuneration Policy) set out on pages 70 to 88 of the Directors’ Remuneration Report for the year ended 31 December 2016 be approved.

#### As an Ordinary Resolution:

17. THAT the Directors be authorised:
  - (i) in accordance with the authority conferred on them by Article 130 of the Company’s Articles of Association, to offer the holders of ordinary shares of the Company, to the extent and in the manner determined by the Directors, the right to elect to receive new ordinary shares (credited as fully paid) instead of cash, in respect of all or part of any dividend

which may be declared or paid in the period prior to the conclusion of the annual general meeting to be held in 2020 (the “Scrip Dividend Scheme”); and

- (ii) in accordance with the authority conferred on them by Article 129 of the Company’s Articles of Association, to change into capital any relevant sums in connection with the issue of new shares of the Company to be allotted under the Scrip Dividend Scheme.

#### As an Ordinary Resolution:

#### 18. THAT:

- (i) the authority conferred on the Directors by paragraph 5.2 of Article 5 of the Company’s Articles of Association be renewed for the period ending at the end of the annual general meeting in 2018 or on 30 June 2018, whichever is earlier, and for such period the Section 551 Amount shall be £70,439,632.00; and
- (ii) the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 (the “2006 Act”) to exercise all the powers of the Company to allot shares or grant rights to subscribe for or to convert any security into shares up to a further nominal amount of £70,439,632.00 in connection with an offer by way of a rights issue, such authority to expire at the end of the next annual general meeting or on 30 June 2018, whichever is earlier, but so that the Company may, before such expiry, make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for, or convert other securities into, shares to be granted after the authority given by this resolution has expired.

The authorities in this Resolution apply in substitution for all previous authorities pursuant to Section 551 of the 2006 Act.

For the purposes of the authority in paragraph (ii) above:

“rights issue” means an offer to:

- (a) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (b) people who are holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

to subscribe further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, subscription currencies or legal, regulatory or practical problems arising under the laws of any territory or under the requirements of any recognised regulatory body, or stock exchange, in any territory, or by virtue of shares being represented by depositary receipts or any other matter.

#### As a Special Resolution:

19. THAT subject to the passing of Resolution 18 above, the Directors be empowered to allot equity securities (as defined in Section 560(1) of the 2006 Act) wholly for cash:

(i) pursuant to the authority given by paragraph (i) of Resolution 18 above or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the 2006 Act in each case:

- (a) in connection with a pre-emptive offer; and
- (b) otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £10,576,521.25; and

(ii) pursuant to the authority given by paragraph (ii) of Resolution 18 above, in connection with a pre-emptive rights issue, as if Section 561(1) of the 2006 Act did not apply to such allotment,

such power to expire at the end of the next annual general meeting or on 30 June 2018, whichever is earlier, but so that the Company may make offers and enter into agreements during this period which would, or might, require equity securities to be allotted after the power ends.

For the purposes of this Resolution:

“rights issue” has the same meaning as that set out in Resolution 18 above;

“pre-emptive offer” means an offer of equity securities open for acceptance for a period fixed by the Directors to (a) holders (other than the Company) on the register on a record date fixed by the Directors of shares in proportion to their respective holdings and (b) other persons so entitled by virtue of the rights attaching to any other equity securities held by them, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, subscription currencies or legal, regulatory or practical problems arising under the laws of any territory or under the requirements of any recognised regulatory body, or stock exchange, in any territory, or by virtue of shares being represented by depositary receipts or any other matter;

references to “an allotment of equity securities” shall include a sale of treasury shares; and

the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

#### As a Special Resolution

20. THAT the Company be and is hereby unconditionally and generally authorised for the purpose of Section 701 of the 2006 Act to make market purchases (as defined in Section 693 of the 2006 Act) of shares of 25 pence each in the capital of the Company on such terms and in such manner as the Directors may from time to time determine, provided that:

- (i) the maximum number of shares which may be purchased is 84,612,170;
- (ii) the minimum price (exclusive of expenses) which may be paid for each share is 25 pence;

(iii) the maximum price (exclusive of expenses) which may be paid for a share is an amount equal to the higher of:

- (a) 105 per cent of the average of the closing price of the Company’s ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased; or
- (b) the higher of the price of the last independent trade and the highest current bid as stipulated by the European Commission-adopted Regulatory Technical Standards pursuant to article 5(6) of the Market Abuse Regulation; and

(iv) this authority shall expire at the conclusion of the annual general meeting of the Company to be held in 2018 or on 30 June 2018, whichever is the earlier, (except in relation to the purchase of shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry) unless such authority is renewed prior to such time.

#### As a Special Resolution:

21. THAT until the conclusion of the annual general meeting of the Company to be held in 2018 or 30 June 2018, whichever is earlier, a general meeting other than an annual general meeting may be called on not less than 14 clear days’ notice.

#### As an Ordinary Resolution

22. THAT the rules of the Capital & Counties Properties PLC Performance Share Plan 2017 (the “PSP”), the principal terms of which are summarised in Appendix 2 to this document, and the rules of which are produced to the meeting and signed by the Chairman for the purposes of identification, be approved and adopted, and the Directors be authorised to:

- (a) do all acts and things that they may consider necessary or expedient to carry the PSP into effect; and
- (b) to establish such plans based on the PSP as they may consider necessary in relation to employees in other countries, with such modifications as may be necessary or desirable to take account of local tax, exchange control or securities law in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual and overall participation contained in the PSP.

By Order of the Board



Ruth Pavey  
Company Secretary

20 March 2017



## Notes:

1. A member entitled to attend and vote is entitled to appoint one or more proxies to attend, speak and vote instead of him or her. A proxy need not be a member of the Company but must attend the meeting to represent you. If you appoint more than one proxy, each proxy must be appointed to exercise the rights attached to a different share or shares held by you. A form of proxy is enclosed for use by shareholders.

In order to be valid, a form of proxy, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be returned by one of the following methods:

- In hard copy form by post, by courier or by hand to the appropriate Company registrar; in the case of members on the United Kingdom section of the register, to Capita Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom and, in the case of members on the South African section of the register, to Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 (PO Box 61051, Marshalltown, 2107) South Africa;
- Electronically for members on the United Kingdom section of the register through the registrar's website: [www.capitashareportal.com](http://www.capitashareportal.com);
- For members on the South African section of the register to the South African registrar by fax to +27 (0)11 688 5238 or by email to [proxy@computershare.co.za](mailto:proxy@computershare.co.za);
- In the case of CREST members, by utilising the procedure set out below under the heading "FOR CREST MEMBERS ONLY"; or
- In the case of members holding their ordinary shares in the Strate system via a CSDP or broker, by providing the proxy voting instruction to the CSDP or broker (as applicable).
- Shareholders on the South African section of the register who hold their shares in certificated form and shareholders on the South African section of the register who hold own name dematerialised shareholders in Computershare's CSDP with an email address on record will be able to cast their proxy votes online. A link to the online proxy form and a security pin will be forwarded to eligible shareholders by email from Computershare.
- Members holding their shares in the Strate system via a CSDP or broker must advise their CSDP or broker if they wish to attend the Annual General Meeting or send a proxy to represent them at the Annual General Meeting. Their CSDP or broker will issue them with the necessary letter of representation to attend or be represented at the Annual General Meeting. If they do not wish to attend the Annual General Meeting, but wish to cast their votes, they should provide their CSDP or broker with their voting instructions. In the absence of such instructions, their CSDP or broker will be obliged to vote in accordance with the instructions contained in the custody agreement or mandate between them and their CSDP or broker.

To be valid, proxies must be received by the Company's registrar no later than 11.30 a.m. (London time) and 12.30 p.m. (Johannesburg time) on 3 May 2017 (48 hours before the time of the Annual General Meeting) or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting. Where shares are held by a CSDP or broker, proxy voting instructions must be provided in sufficient time to permit the CSDP or broker to advise the South African registrar no later than 48 hours before the time of the Annual General Meeting or any adjournment thereof. Please contact your CSDP or broker for advice as to any earlier final dates for lodgement. Appointment of a proxy does not preclude a shareholder from attending the Annual General Meeting and voting in person.

2. The Company specifies that only those shareholders registered on the register of members of the Company as at close of business (London time) on the day that is two days before the day of the Annual General Meeting shall be entitled to attend and vote at the aforesaid Annual General Meeting in respect of the number of shares registered in their name at that time or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting (as the case may be). In each case, changes to entries on the register of members after such time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
3. Copies of all letters of appointment between the Company and its Non-executive Directors, the service contracts of the Executive Directors and copies of the draft rules of the proposed PSP, are available for inspection at the registered office of the Company during normal business hours (London time) on any weekday (Saturdays, Sundays and public holidays excepted) and will be available for inspection at the place of the meeting, the Canary Riverside Plaza, 46 Westferry Circus, Canary Wharf, London E14 8RS, United Kingdom at least 15 minutes prior to the commencement of, and during the continuance of, the Annual General Meeting.
4. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with Section 146 of the 2006 Act ("nominated persons"). Nominated persons may have a right under an agreement with the member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
5. Holders of shares are entitled to attend and vote at general meetings of the Company. The total number of issued shares in the Company on 16 March 2017, which is the last practicable date before the publication of this document, is 846,121,707. There are no shares held in treasury. Therefore, the total number of votes exercisable as at 16 March 2017 is 846,121,707. On a vote by show of hands every

member who is present has one vote. On a poll vote every member who is present in person or by proxy has one vote for every ordinary share of which he or she is the holder. It is proposed that each of the resolutions to be put to the meeting will be voted on by poll and not by show of hands. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting. It is also in line with recommendations made by the Shareholder Voting Working Group and Paul Myners in 2004. Members and proxies will be asked to complete a poll card to indicate how they wish to cast their votes. These cards will be collected at the end of the meeting. The results of the poll will be published on the Company's website and notified to the Financial Conduct Authority once the votes have been counted and verified.

6. Shareholders should note that it is possible that, pursuant to requests made by shareholders of the Company under Section 527 of the 2006 Act, the Company may be required to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with Section 437 of the 2006 Act. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the 2006 Act. Where the Company is required to place a statement on a website under Section 527 of the 2006 Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under Section 527 of the 2006 Act to publish on a website.
7. Any corporation which is a member can appoint one or more corporate representatives who may exercise on such corporation's behalf all of its powers as a member provided that they do not do so in relation to the same shares.
8. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or good order of the meeting that the question be answered.
9. A copy of this notice and other information required by Section 311A of the 2006 Act can be found at [www.capitalandcounties.com](http://www.capitalandcounties.com).
10. Members may not use any electronic address provided in either this Notice of Meeting or any related documents (including the enclosed form of proxy) to communicate with the Company for any purposes other than those expressly stated.

*For CREST members only:*

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Annual General Meeting to be held on 5 May 2017 and any adjournment(s) thereof by utilising the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by the latest time(s) for receipt of proxy appointments specified in this Notice of Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to a proxy appointed through CREST should be communicated to it by other means. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

## Directors' biographies

### BIOGRAPHIES OF THE DIRECTORS SEEKING ELECTION OR RE-ELECTION AT THE ANNUAL GENERAL MEETING

#### IAN DURANT

Chairman (Age 58)

Ian is responsible for the leadership of the Board, ensuring its effectiveness and setting its agenda. Ian is a Chartered Accountant with a background in international financial and commercial management. Ian's career includes leadership roles with the retail division of Hanson, and Jardine Matheson, Hongkong Land, Dairy Farm International, Thistle Hotels, Sea Containers and Liberty International.

External Appointments

Greggs plc (Chairman)

#### IAN HAWKSWORTH

Chief Executive (Age 51)

Ian has lead Capco since inception, shaping strategy and driving performance. He has over 30 years' experience in global real estate investment, development, asset and corporate management, having been a senior director of Hongkong Land and a managing director of Liberty International. Ian is a Chartered Surveyor and a managing executive of leading international industry bodies.

#### SITUL JOBANPUTRA

Chief Financial Officer (Age 43)

Situl leads the Capco finance function, which includes reporting, treasury, corporate finance and tax. Having joined Capco in 2014, he became finance director for Earls Court and Lillie Square in 2015 and was appointed as CFO in 2017. Situl is an experienced corporate financier having led Deutsche Bank's UK real estate investment banking team before joining Capco.

#### GARY YARDLEY

Managing Director & Chief Investment Officer (Age 51)

Gary leads Capco's real estate investment and development activities. He is a Chartered Surveyor with over 30 years' experience in UK real estate. He is a former CIO of Liberty International and a former partner of King Sturge.

## Committee membership key

- Audit Committee 1  
 Nomination Committee 2  
 Remuneration Committee 3  
 Committee Chairman ○

**GRAEME GORDON**

Non-executive Director (Age 53)

Graeme was a Non-executive Director of Liberty International for 14 years before joining the Board of Capco in 2010. He is the son of Sir Donald Gordon, the founder of Liberty International, and represents the Gordon Family Interests on the Board.

## External Appointments

Creative Investments Limited (Director)  
 Mymarket Limited (Director)

**DEMETRA PINSENT** 2 3

Independent Non-executive Director (Age 42)

A former partner of McKinsey & Co, Demetra was leader of McKinsey's European Apparel, Fashion and Luxury Goods Practice for five years, and has also acted as an adviser to emerging British luxury businesses. Demetra is CEO of Charlotte Tilbury Beauty.

## External Appointments

Charlotte Tilbury Beauty Limited (CEO)  
 The Diana, Princess of Wales Memorial Fund Trustee Company (Director)  
 The Royal Foundation of the Duke and Duchess of Cambridge and Prince Harry (Director)

**GERRY MURPHY** 1 2 3

Independent Non-executive Director (Age 64)

A former Deloitte LLP partner with direct industry experience in consumer business, retail and technology, media and telecommunications, Gerry was a member of the Deloitte Board for a number of years and is a Director of Dixons Carphone and a member of the Department of Health Board.

## External Appointments

Dixons Carphone plc (Non-executive Director)  
 Department of Health Board (Non-executive member)

**ANDREW STRANG** 1 2 3

Independent Non-executive Director (Age 64)

Andrew is a Chartered Surveyor and was Managing Director of Threadneedle Property Investments Limited for 17 years until January 2008. He was Executive Chairman of Hermes Real Estate Investment Management until 2011.

## External appointments

AEW UK (Member of Investment and Governance Committees)  
 Intu Properties plc (Non-executive Director)  
 Norges Bank Investment Management (Real Estate Advisory Board member)

**HENRY STAUNTON** 1 2 3

Independent Non-executive Director &amp; Senior Independent Non-executive Director (Age 68)

Henry was appointed to the Board in June 2010 and became Chairman of the Audit Committee shortly after in July 2010. A Chartered Accountant, he was Finance Director of Granada and ITV, Chairman of Ashted Group and Vice Chairman of Legal & General.

## External appointments

WH Smith PLC (Chairman)  
 Brighthouse Group PLC (Chairman)  
 Phoenix Group Holdings (Chairman)

**ANTHONY STEAINS** 2

Independent Non-executive Director (Age 50)

Anthony Steains is the CEO of Comprador, a strategic corporate finance advisory firm based in Hong Kong, and has over 20 years' corporate finance experience. A Chartered Accountant, prior to founding Comprador, Anthony was a Senior Managing Director and Head of Blackstone Advisory Partners in Asia and held senior positions in Asia at Lehman Brothers, Deutsche Bank and ING Barings.

## External appointments

Comprador Limited (CEO)  
 FilmAid Asia Board (Chairman)

# Appendix 1

## The Capital & Counties Properties PLC Scrip Dividend Scheme

### Overview of the scrip dividend proposal

This section provides a summary of the terms of the proposed scrip dividend scheme of Capital & Counties Properties PLC (the “Company”) (the “Scrip Dividend Scheme”), full details of which are set out in the scrip dividend scheme booklet (the “Booklet”) accompanying this document or available online at [www.capitalandcounties.com](http://www.capitalandcounties.com).

Capitalised terms used in this section but not defined have the same meaning as in the Booklet.

As part of the business of the 2017 annual general meeting (the “Annual General Meeting”), the Directors are seeking to renew the authority to offer an optional Scrip Dividend Scheme. The Scrip Dividend Scheme will give Shareholders the right to elect to receive new ordinary shares in the Company (credited as fully paid) (the “New Ordinary Shares”) instead of future cash dividends.

The Company’s Articles of Association allow the Directors to offer a scrip dividend alternative (subject to shareholder approval). The Company’s scrip dividend scheme (the “Scrip Dividend Scheme”) was last approved by shareholders at the annual general meeting in 2012 and the 31 December 2016 final dividend will be the last dividend to which the 2012 approved Scrip Dividend Scheme can apply (as the authority given in 2012 was stated to expire at the conclusion of the annual general meeting to be held in 2017).

At the Directors’ discretion, the Scrip Dividend Scheme may be offered in respect of any future final or interim dividends. The Scrip Dividend Scheme enables shareholders to increase their shareholding in the Company in a simple manner without paying any dealing costs or stamp duty. However, shareholders should bear in mind that the price of the New Ordinary Shares can go down as well as up, and whether shareholders elect to participate in the Scrip Dividend Scheme is their own decision depending on their individual circumstances. If shareholders are in any doubt as to the action they should take, shareholders are advised to consult their independent financial adviser.

### Participation in the Scrip Dividend Scheme

Shareholders wishing to receive New Ordinary Shares instead of a dividend payable in cash can elect to participate in the Scrip Dividend Scheme in accordance with the procedures set out in the section titled “Description of the Scrip Dividend Scheme” in the Booklet. In general, Shareholders must elect to participate in the Scrip Dividend Scheme separately for each dividend where the Directors decide to offer a Scrip Dividend Alternative, although UK Certificated Shareholders will have the option of making an “evergreen” election which will remain in place until cancelled by the Shareholder in question or until the Scrip Dividend Scheme itself expires or is cancelled by the Company.

**If you wish to continue to receive dividends in cash, you need not take any further action and you do not need to follow the procedures set out in the Booklet.**

**However, even if you do not intend to participate in the Scrip Dividend Scheme, we would urge you to vote in favour of the resolution to be proposed at the Annual General Meeting to be held on Friday, 5 May 2017 as, for the reasons set out above, the Directors believe that the Scrip Dividend Scheme will be beneficial to the Company and its shareholders.**

### Operation of the Scrip Dividend Scheme

When a scrip dividend alternative to elect to receive New Ordinary Shares instead of cash dividends (the “Scrip Dividend Alternative”) is offered, the Company will normally announce the Scrip Dividend Alternative share price eight Business Days before the Record Date for such Scrip Dividend Alternative. This will provide Shareholders the opportunity to decide whether or not to participate in the Scrip Dividend Scheme before the final Election Date for that particular dividend. For Ordinary Shares held on the SA Register, the final Election Date will be no later than 12.00 p.m. (Johannesburg time) on the Record Date for that particular Scrip Dividend Alternative. For Ordinary Shares held on the UK Register, the final Election Date will normally be five Business Days after the Record Date for that particular Scrip Dividend Alternative. For Ordinary Shares held in CREST or in the Strate system via a CSDP or broker earlier lodgement dates will apply. Please contact your CREST provider, CSDP or broker to permit them to advise the relevant Registrar by the dates specified above. The scrip share price is calculated, for each currency, as the average share price on the relevant stock exchange (the LSE or JSE) for the five dealing days ending on the date the dividend Exchange Rate is struck (which will normally be nine Business Days before the Record Date), less the dividend value as determined by the Exchange Rate as struck.

The number of New Ordinary Shares that participants in the Scrip Dividend Scheme may receive will be the total cash value of the dividend otherwise receivable divided by the scrip share price, both being expressed in the relevant currency.

Only whole numbers of New Ordinary Shares will be allotted, with any residual cash balances being paid immediately to relevant Shareholders in cash, except in the case of those UK Certificated Shareholders who have made an “evergreen” election, where any residual Cash Balances will be rolled forward for inclusion in the next Relevant Dividend.

### Offer of the Scrip Dividend Alternative

If the Company decide to offer a Scrip Dividend Alternative, details of that offer, the timetable for the offer and how to participate will be made available at the relevant time.

### Taxation and Overseas Shareholders

The terms and conditions of the Scrip Dividend Scheme, and a summary of the United Kingdom and South African taxation consequences of electing to participate in the Scrip Dividend Scheme, are set out in the Booklet.

If you are not resident in the United Kingdom, your attention is drawn to the information contained in paragraph 2 of the section titled “Description of the Scrip Dividend Scheme” in the Booklet.

### Further Information

Full terms and conditions of the Scrip Dividend Scheme are set out in the Booklet which, for Shareholders who have elected to receive hard copy information, accompanies this document.

If, having read this document and the Booklet, you have any questions in relation to the Scrip Dividend Scheme, please contact the relevant Company registrar at the address or telephone number set out in paragraph 21 of the section titled “Description of the Scrip Dividend Scheme” in the Booklet.



## Appendix 2

### The principal terms of the PSP

The principal terms of the PSP are set out below. Details of how the PSP will be operated for executive directors, including the performance conditions and the limits on participation, are set out in the Directors' Remuneration Policy in the 2016 Annual Report and Accounts.

#### Eligibility

Employees including the Executive Directors of the Company are eligible to participate in the PSP.

#### Grant of awards

The Board of Directors, or in the case of the Executive Directors, the remuneration committee (the "Committee") will decide who will participate in the PSP and how many shares they may receive.

Under the PSP, participants are granted a right to receive shares in the Company in the future subject to them remaining in employment and subject to the satisfaction of any performance conditions. The right (referred to as an award) can take the form of rights to free shares, options to acquire shares at an exercise price set at the time of grant (which may be zero) or shares issued or transferred at grant which are forfeited to the extent the award lapses. When the participant becomes entitled to the shares, the award is said to have vested.

Awards will normally only be granted within 42 days of the announcement of the Company's results for any period or the annual general meeting. No awards can be granted more than 10 years after the PSP's approval by shareholders. It is intended that the first awards will be made to executive directors under the PSP shortly after it has been approved by shareholders.

The PSP may also be used for the deferred share element of annual bonuses (deferred bonus awards).

#### Performance conditions

The receipt of shares on the vesting of an award may be subject to a performance condition set by the Committee at the time of grant which will normally be tested over at least three financial years. PSP awards made to Executive Directors will always be subject to performance conditions as described in the Company's Directors' Remuneration Policy from time to time and, accordingly, the performance measures will be subject to shareholder approval. The Committee can amend any performance conditions in exceptional circumstances, subject to the Company's Directors' Remuneration Policy.

There are no further performance conditions for deferred bonus awards as the bonus itself is subject to performance.

#### Individual limits

Awards are subject to the limit imposed by the rules of the PSP. The annual PSP limit is a face value of 350% percent of salary. Any increase in this limit will be subject to shareholder approval.

In exceptional circumstances, the Committee may make awards in excess of this limit, subject to any limit set out in the Directors' Remuneration Policy applicable to Executive Directors.

#### Vesting of awards

Awards will normally only vest to the extent any applicable performance condition is met. To the extent the award vests,

shares will be issued or transferred to the participant or, in the case of an option, the participant may exercise the option for a period of up to a maximum of 10 years from the date of grant. Deferred share awards will not be subject to any further performance conditions, but deferred share awards made in 2017 to Executive Directors will be subject to a three year vesting period as set out in the Company's Directors' Remuneration Policy from time to time.

Instead of issuing or transferring shares, the Committee can decide to pay a cash amount equal to the value of those shares (less any exercise price in the case of an option).

An award can be granted on the basis that the participant will receive an additional amount on vesting based on the dividends paid on the number of shares in respect of which the award vests or is exercised. This may be paid in additional shares or, if the Committee determines, in cash.

#### Retention period

A PSP award can be granted on the basis that some or all of the shares in respect of which it vests must be held for a further period. Awards made in 2017 to the Executive Directors must be held for a two year period once they have vested, as set out in the Company's Directors' Remuneration Policy from time to time.

#### Malus and clawback

The Committee can apply malus (i.e. reduce the number of shares in respect of which an award vests), clawback PSP awards (but not deferred bonus awards) which have already vested, or cancel the vesting of awards if it considers it appropriate, such as in the event of gross misconduct or the material restatement of financial statements.

#### Leaving employment

If a participant leaves employment, their award will normally lapse and any shares will be forfeited.

Where they leave for certain specified reasons including death, ill health, injury, disability, retirement, redundancy, or the sale of their employing business or company, or another reason at the discretion of the Committee then performance related awards will continue in effect and vest on the original vesting date. Alternatively, if the Committee so decides, the awards will vest, or the shares will be released, on leaving. The holding period will continue to apply to PSP awards vesting on or after the cessation of employment.

An award will only vest on or after leaving to the extent that the Committee determines any performance condition is satisfied at the date of vesting (or is likely to be satisfied) and, unless the Committee decides otherwise, the number of shares in respect of which it vests will be reduced to reflect the shorter vesting period.

Deferred bonus awards will only normally lapse where the participant leaves by reason of their resignation (unless the resignation is as a result of ill-health, injury or disability, as established to the satisfaction of the Company, or in connection with the Participant's retirement with the agreement of the Participant's employer), unless the Committee determines otherwise, or due to cause.

### Takeovers, reorganisations

Awards will generally vest early on a takeover, merger or other corporate event. Alternatively, participants may be allowed or required to exchange their awards for awards over shares in the acquiring company.

Where an award vests in these circumstances, any performance condition will be tested to the date of vesting, unless the Committee decides that an award may vest in full or to some other extent. The number of shares in respect of which it vests will be reduced to reflect the fact that it is vesting early unless the Committee determines otherwise.

### Plan limits

In any 10 year period, not more than 10% of the issued ordinary share capital of the Company may be issued or be issuable under the PSP and all other employees' share plans operated by the Company. In addition, in any 10 year period, not more than 5% of the issued ordinary share capital of the Company may be issued or be issuable under awards under all discretionary share award plans adopted by the Company. These limits do not include awards which have lapsed but will include awards satisfied with treasury shares as if they were newly issued shares so long as required by institutional shareholders.

### General

The number or type of shares subject to an award and/or any exercise price may be adjusted to reflect a rights issue, demerger or any variation in the share capital of the Company.

Awards are not generally transferable (except to personal representatives on death) and are not pensionable. Participants do not pay for the grant of an award.

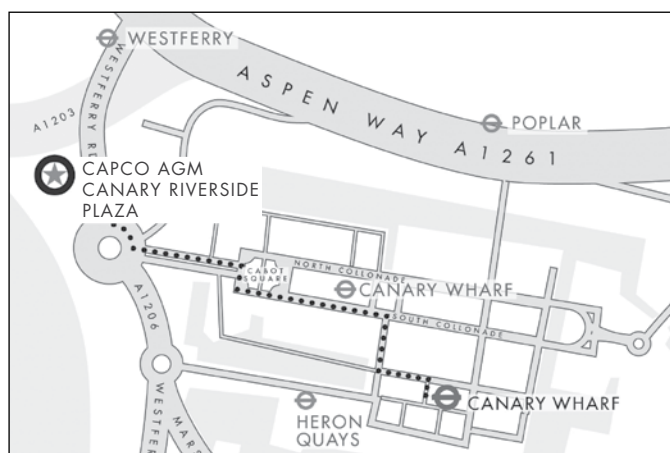
Any shares issued following the vesting of awards will rank equally with shares of the same class in issue on the date of allotment except in respect of rights arising by reference to a prior record date.

### Amendments

The Committee can amend the PSP in any way, provided that any changes which disadvantage participants with outstanding awards are only made with the approval of participants holding more than 50% of those awards. Shareholder approval will be required to amend certain provisions to the advantage of participants. These provisions relate to eligibility, individual and plan limits, the rights attaching to awards and shares, the adjustment of awards on variation in the Company's share capital and the amendment powers.

The Committee can, without participant or shareholder approval, make minor amendments to benefit the administration of the PSP, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment.

The Company may also, without shareholder approval, establish further plans based on the PSP, but modified to take account of overseas securities laws, exchange controls or tax legislation. Shares made available under such further plans will be treated as counting against any limits on individual or overall participation in the PSP.



## CAPITAL & COUNTIES PROPERTIES PLC ANNUAL GENERAL MEETING

Canary Riverside Plaza, 46 Westferry Circus, Canary Wharf,  
London E14 8RS

Friday 5 May 2017 at 11.30 a.m. (London time).

### How to find the venue

The nearest London Underground station is Canary Wharf which is 15 minutes' walk from the venue. Westferry DLR Station is a few minutes' walk from the venue.

### Security

We do not permit large bags, other large items, cameras or recording equipment at the meeting. We would be grateful if you could ensure that you have switched off any mobile phones or other electronic communication devices before the meeting begins.

We do not permit behaviour that may interfere with anyone's security or safety or the good order of the meeting. Anyone who does not comply with this requirement, including anyone attempting to take photos, film or record the proceedings may be removed from the meeting.

We thank you in advance for your co-operation.