

5 May 2017

**CAPITAL & COUNTIES PROPERTIES PLC (the “Company”)**

**RESOLUTIONS PASSED AT 2017 ANNUAL GENERAL MEETING**

The results of the voting by poll on the resolutions put to the Company’s 2017 Annual General Meeting held on 5 May 2017 are as follows:

Resolutions	For:	%	Against:	%	Total votes cast:	% of issued share capital	Withheld:
1. To receive the accounts and reports of the Directors and the Auditors for the year ended 31 December 2016	666,574,329	100.00	4,145	0.00	668,765,665	79.04	2,187,191
2. To declare a final dividend of 1 pence per ordinary share	666,167,638	99.66	2,304,774	0.34	668,765,665	79.04	293,253
3. To re-elect Ian Durant as a Director	653,835,914	98.07	12,881,473	1.93	668,765,665	79.04	2,048,278
4. To re-elect Ian Hawksworth as a Director	665,033,723	99.51	3,251,881	0.49	668,765,665	79.04	480,061
5. To elect Situl Jobanputra as a Director	666,775,243	99.75	1,677,738	0.25	668,765,665	79.04	312,684
6. To re-elect Gary Yardley as a Director	667,511,399	99.86	943,084	0.14	668,765,665	79.04	311,182
7. To re-elect Graeme Gordon as a Director	664,302,307	99.38	4,150,674	0.62	668,765,665	79.04	312,684
8. To re-elect Gerry Murphy as a Director	668,269,286	99.97	192,065	0.03	668,765,665	79.04	304,314
9. To re-elect Demetra Pinsent as a Director	668,268,394	99.97	192,957	0.03	668,765,665	79.04	304,314
10. To re-elect Henry Staunton as a Director	668,253,003	99.97	208,348	0.03	668,765,665	79.04	304,314
11. To re-elect Andrew Strang as a Director	668,245,310	99.97	217,543	0.03	668,765,665	79.04	302,812
12. To re-elect Anthony Steains as a Director	668,269,667	99.97	192,619	0.03	668,765,665	79.04	303,379
13. To re-appoint PricewaterhouseCoopers LLP as Auditors	663,811,173	99.99	36,303	0.01	668,765,665	79.04	4,918,189
14. To authorise the Directors to determine the Auditors’ remuneration	668,459,603	100.00	12,799	0.00	668,765,665	79.04	293,263
15. To approve the Directors’ Remuneration Policy for the year ended 31 December 2016	650,133,456	97.63	15,774,537	2.37	668,765,664	79.04	2,857,671

16. To approve the Directors' Remuneration Report for the year ended 31 December 2016 (other than the Remuneration Policy)	659,192,161	98.65	9,000,884	1.35	668,765,574	79.04	572,529
17. To authorise the Directors to offer newly issued shares, instead of cash in respect of any dividends declared	579,736,923	86.73	88,726,895	13.27	668,765,665	79.04	301,847
18. To authorise the Directors to allot the unissued share capital up to a specified amount (s.551) (Companies Act 2006)	372,211,794	55.68	296,239,570	44.32	668,765,665	79.04	314,301
19. Special Resolution: To disapply pre-emption provisions of s.561(1) of the Companies Act up to a specified amount	532,128,635	79.61	136,315,090	20.39	668,765,665	79.04	321,940
20. Special Resolution: To authorise the Company to purchase its own shares	655,355,262	98.04	13,115,107	1.96	668,765,665	79.04	295,296
21. Special Resolution: To allow General Meetings (other than AGMs) to be held on 14 clear days' notice	629,678,494	94.20	38,783,737	5.80	668,765,664	79.04	303,433
22. To approve the rules of the Performance Share Plan 2017 and authorise the Directors to carry into effect	557,506,962	83.62	109,209,429	16.38	668,765,664	79.04	2,049,273

**Notes:**

1. Any proxy appointments which gave discretion to the Chairman have been included in the 'for' total.
2. A 'vote withheld' is not a vote in law and is not counted in the calculation of the proportion of the votes for or against a resolution.
3. Total voting rights of shares in issue: 846,123,217. Every shareholder has one vote for every ordinary share held.

Following the approval of the 2016 final dividend, it is confirmed that the scrip dividend alternative will be offered to shareholders in respect of the dividend.

The Board notes that, although resolutions 18 and 19 were passed with the requisite majorities, 44.32% and 20.39% respectively of votes received were against each resolution. This voting outcome reflects differing market practice between the UK and South Africa. As a UK premium listed company, the Board considers it appropriate to seek authorities in line with the Investment Association's Share Capital Management Guidelines, to allow the Company to respond to market developments and to enable allotments to take place to finance business opportunities as they arise. However, market practice for South African institutional shareholders is to vote on proposed allotments of shares on a case by case basis.

In accordance with paragraph 9.6.2 of the Listing Rules, copies of the resolutions passed at the meeting, other than resolutions concerning ordinary business, have been submitted to the National Storage Mechanism and will shortly be available for inspection at: <http://www.morningstar.co.uk/uk/NSM>