

4 May 2018

CAPITAL & COUNTIES PROPERTIES PLC (the “Company”)

RESOLUTIONS PASSED AT 2018 ANNUAL GENERAL MEETING

The results of the voting by poll on the resolutions put to the Company’s 2018 Annual General Meeting held on 4 May 2018 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 2017	601,957,154	99.93%	425,400	0.07%	602,382,554	70.94%	361,019
2. To declare a final dividend of 1 pence per ordinary share	602,412,197	100.00%	3,351	0.00%	602,415,548	70.95%	328,025
3. To re-elect Ian Durant as a Director	558,776,396	93.65%	37,896,493	6.35%	596,672,889	70.27%	6,070,682
4. To re-elect Ian Hawksworth as a Director	593,662,950	98.55%	8,748,231	1.45%	602,411,181	70.95%	332,392
5. To re-elect Situl Jobanputra as a Director	601,269,759	99.81%	1,133,070	0.19%	602,402,829	70.95%	340,744
6. To re-elect Gary Yardley as a Director	601,728,584	99.89%	682,597	0.11%	602,411,181	70.95%	332,392
7. To elect Charlotte Boyle as a Director	601,978,115	99.93%	412,777	0.07%	602,390,892	70.94%	352,681
8. To re-elect Graeme Gordon as a Director	601,683,154	99.88%	707,738	0.12%	602,390,892	70.94%	352,681
9. To re-elect Gerry Murphy as a Director	600,900,958	99.75%	1,489,934	0.25%	602,390,892	70.94%	352,681
10. To re-elect Henry Staunton as a Director	594,645,139	99.34%	3,943,640	0.66%	598,588,779	70.50%	4,154,793
11. To re-elect Andrew Strang as a Director	601,522,910	99.86%	867,982	0.14%	602,390,892	70.94%	352,681
12. To re-elect Anthony Steains as a Director	601,493,868	99.85%	897,000	0.15%	602,390,868	70.94%	352,705
13. To re-appoint PricewaterhouseCoopers LLP as Auditors	598,188,739	99.93%	404,464	0.07%	598,593,203	70.50%	4,150,369
14. To authorise the Directors to determine the Auditors’ remuneration	602,363,558	99.99%	30,482	0.01%	602,394,040	70.94%	349,033
15. To approve the Directors’ Remuneration Report for the year ended 31 December 2017 (other than the Remuneration Policy)	577,067,034	97.48%	14,891,662	2.52%	591,958,696	69.72%	10,784,876

16. To authorise the Directors to allot the unissued share capital up to a specified amount (s.551) (Companies Act 2006)	390,609,850	68.23%	181,838,961	31.77%	572,448,811	67.42%	30,294,262
17. Special Resolution: To disapply pre-emption provisions of s.561(1) of the Companies Act up to a specified amount	528,735,346	88.42%	69,252,439	11.58%	597,987,785	70.43%	4,755,788
18. Special Resolution: To authorise the Company to purchase its own shares	549,088,326	95.64%	25,004,477	4.36%	574,092,803	67.61%	28,650,269
19. Special Resolution: To allow General Meetings (other than AGMs) to be held on 14 clear days' notice	560,788,500	93.09%	41,595,493	6.91%	602,383,993	70.94%	359,580

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: 849,103,915. Every shareholder has one vote for every ordinary share held.

The Board notes that although resolution 16 was passed with the requisite majority, 31.77% of votes received were against the 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>

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