

1 May 2020

CAPITAL & COUNTIES PROPERTIES PLC (the “Company” or “Capco”)

RESULTS OF THE 2020 ANNUAL GENERAL MEETING

The results of the voting by poll on the resolutions put to the Company’s 2020 Annual General Meeting held on 1 May 2020 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 2019	699,785,368	99.68%	2,216,487	0.32%	702,001,855	82.75%	1,032,722
2. To declare a final dividend of 1 pence per ordinary share	701,745,228	99.88%	846,067	0.12%	702,591,295	82.82%	443,283
3. To re-elect Henry Staunton as a Director	671,762,992	95.77%	29,642,250	4.23%	701,405,242	82.68%	1,629,335
4. To re-elect Ian Hawksworth as a Director	688,637,936	98.01%	13,952,307	1.99%	702,590,243	82.82%	444,335
5. To re-elect Situl Jobanputra as a Director	696,527,479	99.14%	6,062,764	0.86%	702,590,243	82.82%	444,335
6. To elect Michelle McGrath as a Director	693,979,575	98.77%	8,610,920	1.23%	702,590,495	82.82%	444,083
7. To re-elect Charlotte Boyle as a Director	508,311,218	72.35%	194,279,276	27.65%	702,590,494	82.82%	444,083
8. To re-elect Jonathan Lane as a Director	701,692,235	99.87%	898,250	0.13%	702,590,485	82.82%	444,093
9. To re-elect Anthony Steains as a Director	650,534,290	92.59%	52,056,195	7.41%	702,590,485	82.82%	444,093
10. To re-appoint PricewaterhouseCoopers LLP as Auditors	619,543,526	88.18%	83,041,994	11.82%	702,585,520	82.82%	449,057
11. To authorise the Directors to determine the Auditors’ remuneration	617,648,780	87.91%	84,941,213	12.09%	702,589,993	82.82%	444,584
12. To approve the Directors’ Remuneration Policy	491,278,465	70.41%	206,419,016	29.59%	697,697,481	82.24%	5,337,096
13. To approve the Directors’ Remuneration Report for the year ended 31 December 2019 (other than the Directors’ Remuneration Policy)	226,020,219	32.17%	476,556,594	67.83%	702,576,813	82.82%	457,764
14. To authorise the Directors to offer newly issued shares instead of cash in respect of any dividends declared	688,621,719	98.01%	13,967,924	1.99%	702,589,643	82.82%	444,935

15. To authorise the Directors to allot the unissued share capital up to a specified amount (s.551) (Companies Act 2006)	613,822,099	87.37%	88,708,583	12.63%	702,530,682	82.81%	503,896
16. Special Resolution: To disapply pre-emption provisions of s.561(1) of the Companies Act 2006 up to a specified amount	564,001,614	80.33%	138,072,758	19.67%	702,074,372	82.76%	960,206
17. Special Resolution: To authorise the Company to purchase its own shares	688,677,180	98.11%	13,271,926	1.89%	701,949,106	82.74%	1,085,471
18. Special Resolution: To allow General Meetings (other than AGMs) to be held on 14 clear days' notice	652,474,007	92.87%	50,057,177	7.13%	702,531,184	82.81%	503,214

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: 848,359,508. Every shareholder has one vote for every ordinary share held.

As announced on 26 February 2020, Gerry Murphy and Andrew Strang stepped down from the Board at the conclusion of the Annual General Meeting.

The Board notes that there was a significant vote against resolutions 7 and 12 and the advisory vote in respect of resolution 13 at the Annual General Meeting. Given 2019 was a year of transition, positioning Capco as a strongly capitalised prime central London focused REIT, the Board is disappointed but understands these results. The Remuneration Committee will continue to engage with shareholders to ensure views are fully understood. The Company will publish an update on shareholder engagement within six months of the Annual General Meeting.

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 <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>

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