



# NOTICE OF 2021 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.

## COVID-19

Given the COVID-19 pandemic and prevailing UK Government regulations and guidance in respect of COVID-19 as at the date of the printing of this Notice of Meeting, it is highly likely that holding the Company's Annual General Meeting as a physical meeting open to shareholders will either be unlawful or subject to restrictions around the number of shareholders who are able to attend. UK Government regulation and guidance as at the date of publication of this Notice of Meeting prevents households mixing indoors in the United Kingdom prior to 17 May 2021 at the earliest.

As a result, and to ensure the safety of our shareholders, it is proposed that the Annual General Meeting will be held with the minimum quorum of shareholders present (which will be facilitated by the Company) in order to conduct the business of the meeting. Even if attendance is permitted under the prevailing regulations and guidance at the time, the health and safety of our shareholders and colleagues is vitally important to us and so we are strongly encouraging shareholders not to attend the meeting and instead to vote electronically in advance of the meeting or through a paper form of proxy.

A recorded presentation by the Company's Chairman and Chief Executive will be made available for shareholders via webcast on 29 April 2021. The presentation will be akin to that provided at the Company's previous annual general meetings. Shareholders should pre-register to attend the webcast and details of how to do this can be found on the Company's website [www.capitalandcounties.com](http://www.capitalandcounties.com). In these exceptional circumstances, the Board of Directors of the Company continues to recognise the value in maintaining engagement with the Company's shareholders. Shareholders are invited to submit questions they may wish to have answered by sending an email to [feedback@capitalandcounties.com](mailto:feedback@capitalandcounties.com) or calling on +44 (0)20 3214 9170 by close of business on 29 April 2021. The Company will endeavour to answer questions received prior to this deadline by 5 May 2021 and the responses to questions received will be made available on the Company's website.

The COVID-19 situation in the UK is developing rapidly and shareholders should note that further changes may need to be put in place at short notice in relation to the Annual General Meeting this year. Any updates in relation to the Annual General Meeting will be announced by a Regulatory Information Service announcement on the London Stock Exchange and a Stock Exchange News Service announcement on the Johannesburg Stock Exchange, and will also be made available on the Company's website at [www.capitalandcounties.com](http://www.capitalandcounties.com).

DIRECTORS

H.E. Staunton, Chairman

I.D. Hawksworth, FRICS, Chief Executive

S.S. Jobanputra, Chief Financial Officer

M.V. McGrath, Executive Director

C.J. Boyle

J.S. Lane OBE

A. Steains

REGISTERED OFFICE

Regal House

14 James Street

London

WC2E 8BU

30 March 2021

# ANNUAL GENERAL MEETING

## DEAR SHAREHOLDER

ANNUAL GENERAL MEETING: TUESDAY, 11 MAY 2021  
("ANNUAL GENERAL MEETING")

The notice convening the Annual General Meeting (the "Notice") to be held on 11 May 2021 at 11.30 am 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 5 of this document.

The Company's Annual Report for the year ended 31 December 2020 contains information relevant to this meeting. Shareholders who have elected to receive information from Capital & Counties Properties PLC (the "Company" or "Capco") in hard copy have also been sent a copy of the 2020 Annual Report and Accounts (the "2020 Annual Report"), whilst shareholders who have elected to receive information electronically will be able to view this document on the Company's website ([www.capitalandcounties.com](http://www.capitalandcounties.com)) from which the 2020 Annual Report can also be downloaded.

## ANNUAL GENERAL MEETING ORDINARY BUSINESS

Resolutions numbered 1 to 10 refer to items of ordinary business: To receive the accounts and the reports of the Directors and the Auditors for 2020, to 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 2020, to be laid before the Company's shareholders at the Annual General Meeting.

### RESOLUTIONS 2 TO 8 (ORDINARY RESOLUTIONS) 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. Accordingly, all the Directors will offer themselves for re-election at this Annual General Meeting.

An externally facilitated Board evaluation was undertaken by NJMD Corporate Services Limited ("NJMD") in 2020. Following consideration of the evaluation report prepared by NJMD and consideration of the contribution provided by each Director, 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 to their role. The Board has also considered whether each of the independent Non-executive Directors is free from any relationship that could materially interfere with the exercise of his or her independent judgement and has determined that each continues to be considered to be independent.

I was appointed as Chairman of the Company in 2018, before the publication of the 2018 UK Corporate Governance Code which states that a chair should not remain in post beyond nine years from the date of their first appointment, and have been Chairman for less than three years, although I was appointed to the Capco Board in 2010. Prior to recommending my own reappointment to the Board, the Senior Independent Director engaged with the Company's largest

shareholders and led the other Directors in considering my proposed reappointment. The Board concluded that following substantial changes to the Capco Board in the past two years, appropriate continuity should be maintained, and that I continue to be viewed as independent by the Directors and have the full support of the Board.

The Board therefore unanimously recommends that each Director be re-elected. Brief biographies of each Director, including their skills, experience and why their contribution continues to be important to the long-term success of the Company are set out on pages 12 and 13 of this document.

### RESOLUTIONS 9 AND 10 (ORDINARY RESOLUTIONS) RE-APPOINTMENT AND REMUNERATION OF AUDITOR

The Board, on the recommendation of the audit committee of the Company (the "Audit Committee"), recommends the re-appointment of PricewaterhouseCoopers LLP ("PwC") as the Company's Auditor, to hold office until the next general meeting of the Company at which accounts are presented. PwC were re-appointed as the Company's Auditor following a tender process undertaken in 2019, and a new audit partner led the 2020 audit. PwC have expressed their willingness to continue in office for a further year. The Directors are requesting authorisation for the Audit Committee to determine the Auditor's remuneration. Details of the remuneration paid to the Auditor during the year ended 31 December 2020 can be found in the 2020 Annual Report.

## ANNUAL GENERAL MEETING SPECIAL BUSINESS

There are six resolutions, numbered 11 to 16, which will be considered as special business at the Annual General Meeting. Resolutions 11 and 12 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 13 to 16 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 11 (ORDINARY RESOLUTION) APPROVAL OF THE DIRECTORS' REMUNERATION REPORT

Resolution 11 is an ordinary resolution to approve the Directors' Remuneration Report. Shareholders are invited to approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy), which is included on pages 90 to 104 of the 2020 Annual Report and provides details of remuneration for Directors in 2020. In accordance with current company law, the vote on the Directors' Remuneration Report is advisory and no Director's remuneration is conditional upon the passing of this resolution.

At the 2020 annual general meeting, the Director's Remuneration Policy was approved by shareholders with 70 per cent support. The Directors' Remuneration Policy is not therefore required to be approved at this year's Annual General Meeting. However, the 2019 Directors' Remuneration Report was not approved by shareholders, reflecting in particular decisions made relating to the disposal of Earls Court in 2019. Following the 2020 annual general meeting, the Chair of the remuneration committee of the Company (the "Remuneration Committee") and I actively engaged with shareholders representing over 80 per cent of the share register to understand their concerns with both the 2019 Directors' Remuneration Report and the Directors' Remuneration Policy. Having considered feedback from shareholders, the Remuneration Committee has decided to make a number of

changes to the operation of the approved Remuneration Policy, with the agreement of the Executive Directors, until a new Remuneration Policy is put to shareholders, which will be no later than at the 2023 annual general meeting. The Directors' Remuneration Policy, which was approved by shareholders at the Company's annual general meeting on 1 May 2020, is available on the Company's website at: <https://www.capitalandcounties.com/investors/investor-information/approved-remuneration-policy> and the agreed changes to the implementation of the approved Remuneration Policy are explained within the Directors' Remuneration Report in the 2020 Annual Report.

The Remuneration Committee has listened carefully to shareholders' feedback, and the revised implementation of the approved remuneration policy and the decisions made by the Remuneration Committee during the year reflect alignment with the shareholder experience whilst continuing to provide appropriate motivation and retention for the Executive Directors.

#### RESOLUTIONS 12 AND 13 DIRECTORS' AUTHORITY TO ALLOT EQUITY SECURITIES AND DISAPPLICATION OF PRE-EMPTION RIGHTS

Under the Companies Act 2006 ("2006 Act"), the directors of a company may only allot unissued shares if authorised to do so by the shareholders.

Capco is listed in London and Johannesburg, and a proportion of the Company's shares are held by South African investors who sometimes have different market expectations particularly regarding the level of authority to issue new shares that shareholders expect to grant to Boards.

The Board continues to feel that, to preserve flexibility and competitive positioning, it is appropriate to seek a level of authority more closely aligned with the expectations of UK shareholders. The Board therefore recommends resolutions 12 and 13, noting that resolution 13 seeks a lower level of authority than the maximum permitted under UK investor guidelines in recognition of the views of South African investors.

#### RESOLUTION 12 (ORDINARY RESOLUTION) DIRECTORS' AUTHORITY TO ALLOT NEW SHARES

At the annual general meeting of the Company held on 1 May 2020, the Directors were given authority to allot new shares in the Company up to a nominal amount of £70,641,717.75, and a further authority to allot new shares in the Company up to a nominal amount of £70,641,717.75 in connection with an offer by way of a rights issue. These authorities expire at the end of this Annual General Meeting. Resolution 12 will, if passed, renew this authority to allot.

The Investment Association ("IA") guidelines on directors' authority to allot shares state that IA members will regard as routine resolutions seeking authority to allot shares representing up to two-thirds of the Company's issued share capital, provided that any amount in excess of one-third of the Company's issued share capital is only used to allot shares pursuant to a fully pre-emptive rights issue.

In light of these guidelines, the Board considers it appropriate that Directors be granted authority to allot shares in the capital of the Company up to a maximum nominal amount of £141,711,413.50 representing two-thirds of the Company's issued ordinary share capital as at 26 March 2021 (being the latest practicable date prior to publication of this document). If the Company wishes to allot more than a nominal amount of £70,855,706.75 (representing one-third of the Company's issued ordinary share capital) then any additional amount can only be

allotted pursuant to a rights issue. The power will last until the end of the next annual general meeting of the Company or, if earlier, on 11 August 2022.

Other than the allotment of shares under the terms of the share schemes operated by the Company and the Scrip Dividend Scheme (if a scrip dividend alternative is offered), the Directors have no present intention to undertake a rights issue or to allot new shares. However, the Directors consider it appropriate to maintain the flexibility that this authority provides.

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

#### RESOLUTION 13 (SPECIAL RESOLUTION) DISAPPLICATION OF PRE-EMPTION RIGHTS

Resolution 13 will give the Directors authority to allot ordinary shares in the Company pursuant to the authority granted under Resolution 12 above for cash without complying with the pre-emption rights in the 2006 Act in certain circumstances.

This disapplication authority is within UK institutional shareholder guidance, and in particular with the Pre-Emption Group's Statement of Principles (the "Pre-Emption Principles"). The Pre-Emption Principles were revised in March 2015 to allow the authority for an issue of shares for cash otherwise than in connection with a pre-emptive offer to include an authority over five per cent of a company's issued share capital for use on an unrestricted basis. The Pre-Emption Principles also allow authority to be granted for an additional authority over a further five per cent of a company's issued share capital for use in connection with an acquisition or specified capital investment announced contemporaneously with the issue, or which has taken place in the six month period preceding the announcement of the issue. However, recognising the views of South African investors, the Board is not seeking approval for this additional authority.

Resolution 13 will permit the Directors to allot:

- i. equity securities for cash and sell treasury shares up to a nominal amount of £141,711,413.50, representing two-thirds of the Company's issued share capital as at 26 March 2021 (being the latest practicable date prior to publication of this document) on an offer to existing shareholders on a pre-emptive basis (that is including a rights issue or an open offer), with one-third being available only in connection with a rights issue (in each case subject to any adjustments, such as for fractional entitlements and overseas shareholders, as the Directors see fit); and
- ii. equity securities for cash and sell treasury shares up to a maximum nominal value of £10,638,995.00, representing approximately 5 per cent of the issued ordinary share capital of the Company as at 26 March 2021 (being the latest practicable date prior to publication of this document) otherwise than in connection with a pre-emptive offer to existing shareholders.

The Board considers that it is in the best interests of the Company and its shareholders generally that the Company should seek a level of authority permitted by the Pre-Emption Principles and have the flexibility conferred by Resolution 13 to conduct a pre-emptive offering without complying with the strict requirements of the statutory pre-emption provisions and to finance business opportunities quickly and efficiently when they arise.

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As noted in relation to Resolution 12 above, the Directors have no present intention to allot new shares, other than the allotment of shares under the terms of the share schemes operated by the Company and the Scrip Dividend Scheme (if a scrip dividend alternative is offered).

If the Resolution is passed, these authorities will expire on 11 August 2022 or at the end of the annual general meeting in 2022, whichever is earlier.

#### RESOLUTION 14 (SPECIAL RESOLUTION) PURCHASE OF OWN SHARES

A special resolution is proposed to grant the Company authority to purchase its own shares in the market, as permitted by the 2006 Act.

The Company will seek authority, to expire on 11 August 2022 or at the end of the annual general meeting in 2022, whichever is earlier, for the Company to purchase its own shares in the market up to a maximum of 85,111,960 shares having an aggregate nominal value of £21,277,990.00, being 10 per cent of the Company's existing issued share capital as at 26 March 2021 (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.

The Directors have no present intention of exercising the authority to purchase the Company's ordinary shares but consider it prudent to obtain the flexibility this resolution provides. In considering whether to use this authority, the Directors will take into account factors including the financial resources of the Company, the Company's share price and future funding opportunities. This authority would only be exercised if and when conditions are favourable, with a view to enhancing shareholder value.

Any shares purchased would be cancelled or 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.

As at 26 March 2021 (being the last practicable date before the publication of this document), there were options and share awards outstanding to subscribe for 11,779,144 shares. If the outstanding options and share awards were fully exercised, they would represent 1.38 per cent of the existing 851,119,601 shares of the Company as at 26 March 2021. If the buyback authority being sought in Resolution 14 were to be exercised in full, that percentage would be 1.54 per cent of the issued share capital of the Company.

#### RESOLUTION 15 (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 15 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 16 (SPECIAL RESOLUTION) AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Company is proposing changes to its Articles of Association to be put to shareholders at the meeting. The existing Articles of Association (the "Existing Articles") were originally adopted by the Company on 3 March 2010 and were amended on 20 April 2012.

Details of the changes reflected in the proposed new Articles of Association (the "New Articles"), and an explanation of the effect of the proposed amendments, which are intended to reflect developments in market practice and to provide clarification and additional flexibility where necessary or appropriate, are summarised in the Appendix to this document on page 9. Other changes, which are of a minor nature, have not been noted in the Appendix. Resolution 16 would adopt the New Articles in their entirety from the conclusion of the meeting.

A copy of the New Articles (together with a copy marked up to show the changes from the Existing Articles) will be available for inspection on the Company's website ([www.capitalandcounties.com](http://www.capitalandcounties.com)) and at the Company's registered office (upon prior written appointment) during normal business hours Monday to Friday, excluding bank holidays, from the date of this document until the conclusion of the meeting. You are strongly encouraged to view the New Articles on the Company's website; any viewing at the Company's registered office will be by appointment only and subject to the UK Government's COVID-19 restrictions at the applicable time.

#### ACTION TO BE TAKEN

Given the COVID-19 pandemic and prevailing UK Government regulations and guidance in respect of COVID-19 as at the date of the printing of this Notice, it is highly likely that holding the Annual General Meeting as a physical meeting open to shareholders will either be unlawful or subject to restrictions around the number of shareholders who are able to attend. UK Government regulation and guidance as at the date of publication of this Notice of Meeting prevents households mixing indoors in the United Kingdom prior to 17 May 2021 at the earliest.

As a result, and to ensure the safety of our shareholders, it is proposed as at the date of the printing of this Notice, that the Annual General Meeting will be held with the minimum quorum of shareholders present (which will be facilitated by the Company) in order to conduct the business of the meeting. Shareholders are advised to vote in advance of the Annual General Meeting either electronically or by appointing the Chair of the Annual General Meeting as a proxy to vote on their behalf, prior to the deadline. Even if attendance is permitted under the prevailing regulations and guidance at the time, the health and safety of our shareholders and colleagues is vitally important to us and so we are strongly encouraging shareholders not to attend the meeting and instead to vote by proxy on the resolutions set out herein as early as possible. To ensure that your vote is counted, you should appoint the "Chair of the Meeting" as your proxy as any other person who might be appointed is strongly discouraged from attending the meeting for that reason.



To be valid, your online votes or the form of proxy must be lodged with the Company's registrars by not later than 11.30 am (London time) and 12.30 pm (Johannesburg time) on 7 May 2021 or, if the meeting is adjourned, no later than 48 hours exclusive of non-working days before the time fixed for the adjourned meeting. This year we are not sending hard copy proxy forms to shareholders, however these are available on request from the appropriate registrar.

#### UK SHAREHOLDERS

We encourage shareholders registered on the United Kingdom section of the register to give their instructions electronically via the UK registrar's website: [www.signalshares.com](http://www.signalshares.com). If their shares are held in CREST, they may give instructions electronically via CREST as detailed in the notes to the Notice of Annual General Meeting on page 9 of this document.

Due to the restrictions on attendance it is important that the Chair of the Annual General Meeting is appointed as a proxy, rather than any other person including the Chairman of the Company, to ensure that the vote is counted.

Alternatively, a hard copy form of proxy may be requested from Link Group, the Company's UK registrar. The completed hard copy form of proxy should be returned to the address shown on the form.

#### SA SHAREHOLDERS

Shareholders registered on the South African section of the register whose 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, should provide their proxy voting instruction 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 am (London time) and 12.30 pm (Johannesburg time) on 7 May 2021 or, if the meeting is adjourned, no later than 48 hours exclusive of non-working days before the time fixed for the adjourned meeting. Please contact your CSDP or broker for advice as to any earlier final dates for lodgement.

We encourage 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 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. Alternatively, a hard copy form of proxy may be requested from Computershare, the Company's South African registrar. The completed hard copy form of proxy should be returned to the address shown on the form.

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.

#### COVID-19 MEASURES

A recorded presentation by the Company's Chairman and Chief Executive will be made available for shareholders via webcast on 29 April 2021. The presentation will be akin to that provided at the Company's previous annual general meetings. Shareholders should

pre-register to attend the webcast and details of how to do this can be found on the Company's website [www.capitalandcounties.com](http://www.capitalandcounties.com). In these exceptional circumstances, the Board of Directors of the Company continues to recognise the value in maintaining engagement with the Company's shareholders. Shareholders are invited to submit questions they may wish to have answered by sending an email to [feedback@capitalandcounties.com](mailto:feedback@capitalandcounties.com) or calling on +44 (0)20 3214 9170 by close of business on 29 April 2021. The Company will endeavour to answer questions received prior to this deadline by 5 May 2021 and the responses to questions received will be made available on the Company's website.

The COVID-19 situation in the UK is developing rapidly and shareholders should note that further changes may need to be put in place at short notice in relation to the Annual General Meeting this year. Any updates in relation to the Annual General Meeting will be announced by a Regulatory Information Service announcement on the London Stock Exchange and a Stock Exchange News Service announcement on the Johannesburg Stock Exchange, and will also be made available on the Company's website at [www.capitalandcounties.com](http://www.capitalandcounties.com).

#### RECOMMENDATION

The Board considers the resolutions 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 1,664,544 shares, representing approximately 0.20 per cent of the existing issued share capital of the Company as at 26 March 2021.

Yours faithfully



**HENRY STAUNTON**  
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 offices of Capital & Counties Properties PLC, Regal House, 14 James Street, London, WC2E 8BU, United Kingdom on Tuesday 11 May 2021 at 11.30 am (London time) for the purpose set out below.

Resolutions 13 to 16 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 Auditor for the year ended 31 December 2020.
2. To re-elect Henry Staunton as a Director (Chairman).
3. To re-elect Ian Hawksworth as a Director (Executive).
4. To re-elect Situl Jobanputra as a Director (Executive).
5. To re-elect Michelle McGrath as a Director (Executive).
6. To re-elect Charlotte Boyle as a Director (Non-executive).
7. To re-elect Jonathan Lane as a Director (Non-executive).
8. To re-elect Anthony Steains as a Director (Non-executive).
9. To re-appoint PricewaterhouseCoopers LLP as Auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company.
10. To authorise the audit committee of the Board to determine the Auditor’s remuneration.

## SPECIAL BUSINESS

### AS AN ORDINARY RESOLUTION:

11. THAT the Directors’ Remuneration Report (other than the part containing the Directors’ Remuneration Policy) set out on pages 90 to 104 of the Annual Report for the year ended 31 December 2020 be approved.

### AS AN ORDINARY RESOLUTION:

12. THAT the Directors be and are generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any securities into, shares in the Company:
  - i. up to an aggregate nominal amount of £70,855,706.75 (such amount the Section 551 Amount for the purposes of the Company’s Articles of Association); and
  - ii. up to a further aggregate nominal amount of £70,855,706.75, provided that (i) they are equity securities (within the meaning of Section 560(1) of the Companies Act 2006) and (ii) are offered in connection with an offer by way of a rights issue to holders of ordinary shares on the register of members at such record date as the Directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on any such record date and to holders of other equity securities entitled to participate therein (if any), subject to such exclusions or other arrangements as the Directors may deem

necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter,

provided that this authority shall expire at the conclusion of the annual general meeting in 2022, or on 11 August 2022, whichever is earlier, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or such rights to be granted after such expiry and the Directors shall be entitled to allot shares and grant rights pursuant to any such offer or agreement as if this authority had not expired.

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

### AS A SPECIAL RESOLUTION:

13. THAT subject to the passing of Resolution 12 above, the Directors be and are authorised pursuant to Sections 570 and 573 of the Companies Act 2006 to allot equity securities (as defined in Section 560(1) of that Act) for cash pursuant to the authority conferred by Resolution 12 above and by way of a sale of treasury shares as if section 561(1) of that Act did not apply to any such allotment provided that this power shall be limited to:
  - i. the allotment of equity securities or sale of treasury shares in connection with an offer of securities (but in the case of the authority granted under paragraph (ii) of Resolution 12 above by way of rights issue only) in favour of the holders of ordinary shares on the register of members at such record dates as the Directors may determine and other persons entitled to participate therein where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on any such record dates, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of ordinary shares being represented by depositary receipts or any other matter; and in connection with a pre-emptive offer; and
  - ii. the allotment of equity securities or sale of treasury shares (otherwise than pursuant to sub-paragraph (i) of this Resolution 13) to any person or persons up to an aggregate nominal amount of £10,638,995.00,

the aggregate of the amounts described by sub-paragraphs (i) and (ii) of Resolution 13 above being the Section 561 Amount for the purposes of the Company’s Articles of Association. This authority shall expire upon the expiry of the general authority conferred by Resolution 12 above, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the Directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

## AS A SPECIAL RESOLUTION

14. THAT the Company be generally and unconditionally authorised to make market purchases (as defined in Section 693 of the Companies Act 2006) of ordinary 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:
- a. the maximum number of ordinary shares which may be purchased is 85,111,960, representing approximately 10 per cent of the issued share capital of the Company as at 26 March 2020;
  - b. the minimum price (exclusive of expenses) which may be paid for any such ordinary share is 25 pence;
  - c. the maximum price (exclusive of expenses) which may be paid for any such ordinary share is an amount equal to the higher of:
    - i. 105 per cent of the average of the middle market quotations for 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; and
    - ii. the higher of the price of the last independent trade and the highest current independent bid for an ordinary share in the Company on the trading venues where the market purchases by the Company pursuant to the authority conferred by this Resolution 14 will be carried out;
  - d. this authority shall expire on 11 August 2022 or at the conclusion of the annual general meeting of the Company to be held in 2022, whichever is the earlier, unless such authority is renewed, varied or revoked by the Company in general meeting prior to such time; and
  - e. the Company may make a contract to purchase its ordinary shares under the authority hereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such authority, and may purchase its ordinary shares in pursuance of any such contract.

## AS A SPECIAL RESOLUTION:

15. THAT a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice.

## AS A SPECIAL RESOLUTION:

16. THAT, with effect from the end of the meeting, the Articles of Association produced to the meeting and, for the purpose of identification, signed by the Chair of the meeting, be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the Company's existing Articles of Association.

By Order of the Board



**RUTH PAVEY**  
COMPANY SECRETARY

30 March 2021



## APPENDIX

### SUMMARY OF CHANGES TO ARTICLES OF ASSOCIATION

The substantive changes being proposed in the New Articles (as defined in the main body of this Notice of Annual General Meeting) are intended to reflect developments in market practice, and to provide clarification and additional flexibility where necessary or appropriate. Details of these changes are summarised below. Other changes, which are of a minor nature, are not noted.

A copy of the New Articles (together with a copy marked to show the changes from the Existing Articles (as defined in the main body of this Notice of Annual General Meeting)) will be available for inspection on the Company's website ([www.capitalandcountries.com](http://www.capitalandcountries.com)) and at the Company's registered office (upon prior appointment) during normal business hours Monday to Friday, excluding bank holidays, and will be available for inspection at the place of the meeting, at least 15 minutes prior to the commencement of, and during the continuance of, the Annual General Meeting. Any viewing at the Company's registered office will be by prior appointment only and subject to the UK Government's COVID-19 restrictions at the applicable time.

- **Hybrid meetings:** The New Articles give the Directors power to convene a general meeting which is a hybrid meeting, that is to provide facilities for shareholders to attend a meeting which is being held at a physical place by electronic means at the same time. The New Articles do not allow the Directors to convene a purely electronic (sometimes referred to as a "fully virtual") meeting. The New Articles set out how other provisions of the New Articles will apply in those circumstances, in particular the need to provide details of the facilities for the electronic meeting, the power of the Directors to make arrangements for participation at such meetings and that all resolutions put to members at the meeting, including procedural resolutions, are to be decided on a poll. The Directors believe that it is appropriate, as technology continues to develop and in light of changes to meeting arrangements during the COVID-19 pandemic, to ensure the New Articles allow shareholders to participate by electronic means in general meetings of the Company.
- **Retirement of Directors:** In line with the UK Corporate Governance Code, the New Articles provide that each Director must retire at each annual general meeting of the Company (except a Director appointed between the date of the annual general meeting notice and the date of the annual general meeting).
- **Dividend payment methods:** The New Articles give the Directors greater flexibility to determine the appropriate method(s) by which the Company pays dividends to shareholders on any particular occasion. This flexibility will help the Directors take account of developments in market practice and keep down the administrative cost of making payments.

## NOTES:

1. A member entitled to attend and vote at the Annual General Meeting 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 and must vote as you instruct. 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 member who returns a completed proxy form is not prevented from attending the Annual General Meeting in person, so far as is lawful and practicable, by the return of such completed form.

Given the prevailing UK Government regulations and guidance in relation to COVID-19 as at the date of the printing of this notice, and the uncertainty around whether it will be lawful or practicable for shareholders to attend the Annual General Meeting in person, the Company encourages its shareholders to vote by proxy on the resolutions set out in this Notice. Shareholders who vote in this manner should appoint the Chair of the Annual General Meeting as their proxy.

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:

### FOR MEMBERS ON THE UNITED KINGDOM SECTION OF THE REGISTER:

- Electronically through the registrar's website: [www.signalshares.com](http://www.signalshares.com).
- In hard copy form by post, by courier or by hand to Link Group, PXS 1, Central Square, 29 Wellington Street, Lees, LS1 4DL, United Kingdom. Hard copy forms can be requested by calling 0371 664 0300. If you are outside the United Kingdom, please call +44 371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 am – 5.30 pm, Monday to Friday excluding public holidays in England and Wales.
- For CREST members, by utilising the procedure set out below under the heading "FOR CREST MEMBERS ONLY".

### 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).
- For 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 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.
- In hard copy form by post, by courier, by hand or by email to Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 (Private Bag X9000, Saxonwold, 2132) South Africa or [proxy@computershare.co.za](mailto:proxy@computershare.co.za). Hard copy forms can be requested by calling +27 (0)11 370 5000.

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 am (London time) and 12.30 pm (Johannesburg time) on 7 May 2021 (48 hours exclusive of non-working days before the time of the Annual General Meeting) or, if the meeting is adjourned, 48 hours exclusive of non-working days 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 exclusive of non-working days 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, so far as is lawful and practicable.

2. The Company specifies that only those shareholders registered on the register of members of the Company as at 6.30 pm (London time) on the day that is two working days before the day of the Annual General Meeting shall be entitled to attend and vote, whether in person or by proxy, 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 exclusive of non-working days 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 (and the number of votes they may cast) at the meeting. To change your proxy instructions you may return a new proxy appointment using the methods set out on page 9 of this document. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact the Company's registrar. The deadline for receipt of proxy appointments (see above) also applies in relation to amended instructions. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, the one which is last received shall be treated as replacing and revoking the other or others.
3. Copies of (i) all letters of appointment between the Company and its Non-executive Directors; (ii) the service contracts of the Executive Directors; and (iii) the New Articles, are available for inspection (upon prior appointment) during normal business hours Monday to Friday, excluding bank holidays, at the registered office of the Company and will be available for inspection at the meeting at least 15 minutes prior to the commencement of, and during the continuance of, the Annual

General Meeting. Any viewing at the Company's registered office will be by prior appointment only and subject to the UK Government's COVID-19 restrictions at the applicable time.

4. A copy of this Notice has been sent for information only to persons who have been nominated to enjoy information rights under Section 146 of the 2006 Act ("Nominated Persons"). The right to appoint a proxy cannot be exercised by a Nominated Person, it can only be exercised by the member. However, 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. In the case of joint holders of shares, the only vote which will count is the vote of the first member listed on the register of members for that share. The total number of issued shares in the Company on 26 March 2021, which is the last practicable date before the publication of this document, is 851,119,601. There are no shares held in treasury. Therefore, the total number of votes exercisable as at 26 March 2021 is 851,119,601. 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. The contents of this Notice of Meeting, details of the total number of shares in respect of which members are entitled to exercise voting rights at the meeting, details of the totals of the voting rights that members are entitled to exercise at the meeting and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this notice will be available on the Company's website: [www.capitalandcounties.com](http://www.capitalandcounties.com).
7. 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 its 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 cannot 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.
8. Any corporation which is a member of the Company can appoint one or more corporate representatives who may exercise on such corporation's behalf all of its powers as a member, as the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares.
  9. 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.
  10. 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).
  11. Members may not use any electronic address provided in either this Notice of Meeting or any related documents (including the 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 11 May 2021 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.

If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged no later than 48 hours exclusive of non-working days before the time of the Annual General Meeting, in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

Proxymity will then contract with your underlying institutional account holder directly to accept their vote instructions through the platform.

# DIRECTORS' BIOGRAPHIES

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

### HENRY STAUNTON

Chairman

Henry is responsible for the leadership of the Board, ensuring its effectiveness and setting its agenda.

#### Skills, experience and contribution

Henry was appointed as Chairman in 2018, having joined the Board in 2010. A Chartered Accountant, Henry has extensive financial and commercial experience. His previous roles include Finance Director of Granada and ITV, Chairman of Phoenix Group Holdings and Ashtead Group, and Vice Chairman of Legal & General. Henry's considerable commercial experience, objective judgement and experience as a Board member and Chairman enables him to successfully lead the Board.

### IAN HAWKSWORTH FRICS

Chief Executive

Ian has led Capco since inception, shaping strategy and driving performance.

#### Skills, experience and contribution

Ian has over 30 years' experience in global real estate investment, development, asset and corporate management, having been an Executive Director of Hongkong Land Ltd and Liberty International PLC. Ian is a Chartered Surveyor and a member of leading international industry bodies. Ian's ability to shape strategy and drive expansion and change alongside his extensive knowledge of the real estate industry is invaluable to the Company. During 2020, the Company benefited from Ian's prior first-hand experience of leadership during a pandemic, and Ian's proactive approach to ensuring the safety of Capco's employees, customers and stakeholders, and positioning the Company to benefit from a recovery over time, have been invaluable to the Company.

### SITUL JOBANPUTRA

Chief Financial Officer

Situl leads the Capco finance function (which includes reporting, treasury, corporate finance and tax) and works closely with the Chief Executive on strategy, capital allocation, investment and transactions.

#### Skills, experience and contribution

Having joined Capco in 2014, Situl undertook a number of roles in the business and was appointed as Chief Financial Officer in 2017. He is an experienced corporate financier, having led Deutsche Bank's UK real estate investment banking team before joining Capco. Situl has relevant experience of corporate finance, capital markets, investment, and commercial and financial management. Situl continues to successfully lead the financial management of the business and during 2020 led a number of investment, efficiency and funding initiatives including to strengthen the Company's balance sheet, ensuring a robust, resilient and flexible financial position and capital structure. Situl also works closely with the Chief Executive on the Group's strategic initiatives, capital allocation, investment and corporate transactions.

### MICHELLE MCGRATH

Executive Director

Michelle leads the Group's asset management and leasing teams as well as investment acquisitions and disposals. Michelle works closely with the Chief Executive on strategy and is responsible for investment, asset management, leasing and day to day operations.


#### Skills, experience and contribution

Michelle joined Capco in 2014, and has undertaken a number of senior roles across the business. Michelle is an experienced corporate broker having previously been at UBS Investment Bank focusing on the UK listed real estate sector. Michelle is responsible for investment, acquisitions and disposals, and supports the Chief Executive in implementing Group strategy and objectives. Michelle is also responsible for asset management, including leasing and day to day operations for the Covent Garden estate.

External Appointments

Chairman of WH Smith PLC

Committee membership key

Audit Committee 

Board ESC Committee 

Nomination Committee 

Remuneration Committee 

Committee Chair 

## ANTHONY STEAINS A E N R

Independent Non-executive Director and Senior Independent Director

Anthony Steains is the CEO of Comprador Limited, a strategic corporate finance advisory firm based in Hong Kong, and has over 20 years' of 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. Anthony is also a Director of Twelve Seas Investment Company II, which is listed on NASDAQ.

### Skills, experience and contribution

Anthony's extensive financial knowledge and background, and his commercial skillset enable him to provide essential input into Board discussions and decisions, and Chair the Audit Committee effectively.

## CHARLOTTE BOYLE A E N R

Independent Non-executive Director

Charlotte is a former partner of The Zygos Partnership, an international search and board advisory firm. Prior to this, Charlotte worked for Goldman Sachs International and Egon Zehnder International. Charlotte is a Non-executive Director of Coca-Cola HBC AG, a Non-executive adviser to Knight Frank LLP, and serves as a Board member and chair of the finance committee of Alfanar, the venture philanthropy organisation.

### Skills, experience and contribution

Charlotte's previous executive roles and her experience as a Non-executive Director enable her to provide the Board and its Committees with valuable insights on a wide range of matters, including remuneration, talent, succession planning and employee engagement. Charlotte also brings commercial judgement and analysis to the Board's deliberations.

## JONATHAN LANE OBE A E N R\*

Independent Non-Executive Director

Jonathan Lane is a Chartered Surveyor. He was Chief Executive and then Non-executive Chairman of Shaftesbury PLC until September 2016, and was Non-executive Chairman of EasyHotel plc until October 2019. His current charitable roles include The National Trust and The Royal Theatrical Support Trust, where he is a trustee.

### Skills, experience and contribution

Jonathan has significant and directly relevant real estate experience. His comprehensive knowledge of the London real estate market, and particularly the West End, brings enormous benefit to the Company as it delivers its strategy as a prime central London focused REIT. Jonathan was a member of the EasyHotel plc Remuneration Committee, and has been a member of the Capco Remuneration Committee for a year. He has a sound understanding of the Company's remuneration structure, and wider remuneration considerations.

### External Appointments

CEO of Comprador Limited and a Director of Twelve Seas Investment Company II

### External Appointments

Non-executive Director of Coca-Cola HBC AG, Non-executive adviser to Knight Frank LLP, and a Board member and chair of the finance committee of Alfanar

### Committee membership key

Audit Committee A

Board ESC Committee E

Nomination Committee N

Remuneration Committee R

Committee Chair ●

\* Chair with effect from 11 May 2021



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**CAPITAL & COUNTIES PROPERTIES PLC  
ANNUAL GENERAL MEETING**

Offices of Capital & Counties Properties PLC  
Regal House  
14 James Street  
London  
WC2E 8BU

Tuesday 11 May 2021 at 11.30 am (London time).

**COVID-19**

Given the COVID-19 pandemic and prevailing UK Government regulations and guidance in respect of COVID-19 as at the date of the printing of this Notice of Meeting, it is highly likely that holding the Company's Annual General Meeting as a physical meeting open to shareholders will either be unlawful or subject to restrictions around the number of shareholders who are able to attend. UK Government regulation and guidance as at the date of publication of this Notice of Meeting prevents households mixing indoors in the United Kingdom prior to 17 May 2021 at the earliest.

As a result, and to ensure the safety of our shareholders, it is proposed that the Annual General Meeting will be held with the minimum quorum of shareholders present (which will be facilitated by the Company) in order to conduct the business of the meeting. Even if attendance is permitted under the prevailing regulations and guidance at the time, the health and safety of our shareholders and colleagues is vitally important to us and so we are strongly encouraging shareholders not to attend the meeting and instead to vote electronically in advance of the meeting or through a paper form of proxy.

A recorded presentation by the Company's Chairman and Chief Executive will be made available for shareholders via webcast on 29 April 2021. The presentation will be akin to that provided at the Company's previous annual general meetings. Shareholders should pre-register to attend the webcast and details of how to do this can be found on the Company's website [www.capitalandcounties.com](http://www.capitalandcounties.com). In these exceptional circumstances, the Board of Directors of the Company continues to recognise the value in maintaining engagement with the Company's shareholders. Shareholders are invited to submit questions they may wish to have answered by sending an email to [feedback@capitalandcounties.com](mailto:feedback@capitalandcounties.com) or calling on +44 (0)20 3214 9170 by close of business on 29 April 2021. The Company will endeavour to answer questions received prior to this deadline by 5 May 2021 and the responses to questions received will be made available on the Company's website.

The COVID-19 situation in the UK is developing rapidly and shareholders should note that further changes may need to be put in place at short notice in relation to the Annual General Meeting this year. Any updates in relation to the Annual General Meeting will be announced by a Regulatory Information Service announcement on the London Stock Exchange and a Stock Exchange News Service announcement on the Johannesburg Stock Exchange, and will also be made available on the Company's website at [www.capitalandcounties.com](http://www.capitalandcounties.com).

We thank you in advance for your co-operation.