



COUNTRYSIDE

Places People Love

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000 immediately.

If you have sold or otherwise transferred all of your shares in Countryside Properties PLC, please forward this document, together with the accompanying documents, at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or transferred only part of your holding of shares in Countryside Properties PLC, you should retain this document and consult your stockbroker or other agent through whom the sale or transfer was effected.

**Countryside Properties PLC**

(incorporated and registered in England and Wales under number 09878920)

17 January 2022

To the holders of shares in Countryside Properties PLC

**Registered Office:**

Countryside House  
The Drive  
Brentwood  
Essex  
United Kingdom  
CM13 3AT

Dear Shareholder

**Annual General Meeting 2022 - Supplemental Letter from the Chair of the Board**

You will have recently received a Notice of Annual General Meeting of the Company dated 16 December 2021 (the “**Notice of AGM**”), with details of our sixth Annual General Meeting (“**AGM**”) which we are holding at the offices of Linklaters LLP, One Silk Street, London EC2Y 8HQ on Thursday, 20 January 2022 at 12.00pm. Further information as to the arrangements for the AGM are set out below.

I am writing to provide an update in respect of certain matters of the Company, and to notify of certain changes to the Notice of AGM.

**Resolution to be withdrawn from the 2022 Annual General Meeting**

As announced on 13 January 2022, by mutual agreement, CEO Iain McPherson has stepped down with immediate effect (the “**Announcement**”).

In light of this, I am writing to you to give formal notice that the Notice of AGM is amended such that Resolution 4 no longer forms part of that Notice or the business of the AGM and will not now be put to a shareholder vote at the AGM.

Save for Resolution 4 (which no longer forms part of the business of the AGM), all of the remaining resolutions set out in the Notice of AGM will form part of the business of the AGM and will be voted on.

**Supplementary Note to Resolution 3**

As you may know, I joined the Board on 13 April 2021 as a Non-Executive Chair Designate and succeeded David Howell as Non-Executive Chair on 1 May 2021. Following the Announcement, whilst the Board conducts a thorough process in the search for a new CEO, I will also stand in as interim CEO of the Company. During this time, I will conduct a review of each of the Company's

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developments across every region to ensure that each site is being developed in accordance with the plans set out during the investment process.

### **Additional information**

As set out in the Announcement, I am also pleased to confirm that we will be welcoming Peter Lee to the Board as a Non-Executive Director, with effect from 21 January 2022. Peter is a Partner at Browning West, an investment firm that focuses on long term investments in great businesses and which is one of the Company's largest shareholders. He will also join the Nominations Committee.

In accordance with the Company's Articles of Association, Peter will retire at the Company's Annual General Meeting in 2023 (being the first Annual General Meeting following his appointment), and shall then offer himself for election by the Company's shareholders.

The Company will announce the appointment of other Non-Executive Directors as searches are concluded over the coming months. We plan to further enhance the diversity of the Board noting the targets of the Hampton-Alexander review and the Parker review.

Copies of Peter Lee's letter of appointment will be made available upon request.

### **AGM Attendance**

The AGM will be held in the normal way in January 2022 and shareholders will be welcome to attend the AGM in person. Shareholders are reminded to bring photo identification with them if attending the AGM in person.

Considering the continued uncertainty around the COVID-19 pandemic and the ongoing public health risk, there will also be an option to listen to and view the AGM via webcast. If you wish to make use of the webcast, please email to [AGM@cpplc.com](mailto:AGM@cpplc.com) in advance of the meeting and in any event before 12.30pm on Wednesday, 19 January 2022 and webcast details will be provided.

Please note that attending via webcast does not constitute attendance in law and shareholders will not have the ability to speak, ask questions or vote through this facility. Further details on how you can raise any questions and vote are included below.

For those shareholders who are unable to attend the AGM or would prefer not to for safety reasons, you may submit questions relating to the business of the AGM by email to [AGM@cpplc.com](mailto:AGM@cpplc.com) in advance of the meeting and in any event before 12.30pm on Wednesday, 19 January 2022. The Board will provide answers to any questions it receives as if they had been asked at the AGM and where it would have been required to do so pursuant to the Companies Act 2006. The Board may also make answers available on the Company's website, [investors.countrysideproperties.com](http://investors.countrysideproperties.com), as soon as practicable following the AGM.

The Board will continue to monitor developments and will, if deemed necessary, make changes to the arrangements for the AGM.

### **AGM Voting**

The withdrawal of Resolution 4 from the Notice of AGM does not affect any proxy votes which have been validly submitted already, which will remain valid and will be counted in respect of those resolutions which now form part of the business of the AGM. Any votes received in respect of Resolution 4 (which no longer forms part of the business of the AGM) are not valid and will not be counted. No revised Form of Proxy is provided.

If you would like to vote on the resolutions but are unable to attend the AGM, or prefer not to for safety reasons, you are strongly encouraged to vote by proxy in advance of the AGM (and, where possible, by electronic means) in accordance with the Notes to the Notice of the AGM set out in this document. Shareholders should note that it is recommended that you appoint the Chair of the AGM as your proxy to ensure that your vote is able to be cast in accordance with your wishes.

Please register your vote by appointing a proxy electronically via the shareholder portal ([www.sharevote.co.uk](http://www.sharevote.co.uk)) by no later than 12.00pm on Tuesday, 18 January 2022. To do this, you will need your Investor Code which you will find on your share certificate or welcome letter. You may also vote in advance by proxy by using the CREST Proxy Voting Service or by returning a completed proxy in hard copy form by post, courier or hand to the Company's Registrars, Equiniti, Aspect

House, Spencer Road, Lancing BN99 6DA. A form of proxy is enclosed with this document or may be downloaded at the Company's website at [investors.countrysideproperties.com](http://investors.countrysideproperties.com). Further details on proxy voting are set out in the Notes to the Notice of the AGM in this document.

The results of the voting will be announced via the London Stock Exchange Regulatory New Service and published on our website as soon as possible after the conclusion of the AGM.

**Recommendation**

The directors consider that all the resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole and will promote the success of the Company. Your Board will be voting in favour of them and unanimously recommends that you also vote in favour of them.

My Board colleagues and I look forward to seeing as many of you as possible at the AGM and thank you for your support.

Yours faithfully

John Martin  
Chair