

## **Mothercare plc Annual General Meeting and General Meeting 31 July 2017: Results**

### Annual General Meeting

At the annual general meeting held at 11.00am on 31 July 2017, the resolutions before the meeting were passed on a show of hands.

The following proxy votes had been received by the Company in respect of the resolutions:

Resolution	Votes For (including Discretion)	% of Votes For (including discretion)	Votes Against	% of Votes Against	Votes Withheld*	% of votes withheld
1 To receive the annual accounts, directors' report, strategic report, directors' remuneration report and auditors' report	146,440,291	99.31	1,013,572	0.69	11,794	0.01
2 To approve the directors' remuneration report	131,438,419	89.16	15,973,700	10.84	53,537	0.04
3 To re-elect Alan Parker as a director	143,339,635	98.65	1,964,317	1.35	2,161,704	1.47
4 To re-elect Mark Newton-Jones as a director	147,403,566	99.98	28,015	0.02	34,076	0.02
5 To re-elect Richard Smothers as a director	147,403,430	99.98	28,151	0.02	34,076	0.02
6 To re-elect Lee Ginsberg as a director	144,479,091	98.00	2,952,822	2.00	33,744	0.02
7 To re-elect Richard Rivers as a director	144,352,097	97.91	3,080,531	2.09	33,028	0.02
8 To re-elect Nick Wharton	147,407,173	99.98	26,265	0.02	32,219	0.02

as a director						
9 To elect Tea Colaiani as a director	144,002,325	97.67	3,432,291	2.33	31,041	0.02
10 To elect Gillian Kent as a director	146,402,458	99.30	1,033,772	0.70	29,427	0.02
11 To re-appoint Deloitte LLP as auditors of the company	145,888,703	98.93	1,573,623	1.07	3,321	0.00
12 To authorise the directors to determine the remuneration of the auditors	147,440,236	99.99	20,417	0.01	4,995	0.00
13 Authority for the directors to allot shares	146,361,619	99.26	1,094,831	0.74	9,207	0.01
14 To authorise political donations by the company and its subsidiaries	137,598,518	93.35	9,801,267	6.65	65,870	0.04
15 Authority to call a general meeting at 14 days' notice	145,043,986	98.37	2,401,556	1.63	20,114	0.01
16 Authority for the directors to disapply pre-emption rights on an unrestricted basis	147,383,548	99.96	55,130	0.04	26,979	0.02
17 Authority for the directors to disapply pre-emption rights for the purpose of an	146,330,107	99.25	1,108,137	0.75	27,412	0.02

acquisition or specified capital investment						
18 Authority to purchase own shares	146,355,842	99.25	1,106,584	0.75	3,230	0.00

Resolutions 15 – 18 were Special Resolutions.

#### General Meeting

At the general meeting held at 11.25am on 31 July 2017, the resolutions before the meeting were passed on a show of hands.

The following proxy votes had been received by the Company in respect of the resolutions:

Resolution	Votes For (including Discretion)	% of Votes For (including discretion)	Votes Against	% of Votes Against	Votes Withheld*	% of votes withheld
1 To approve the new Directors' Remuneration Policy	112,201,336	76.13	35,176,121	23.87	44,379	0.03
2 To approve the establishment of a long-term value creation plan ("VCP")	112,077,201	76.05	35,293,800	23.95	50,835	0.03

#### **Notes**

\* A vote withheld is not a vote in law and is not counted in the calculation of votes 'for' and 'against' each resolution

As at 28 July 2017, the Company's issued share capital and total voting rights consisted of 170,867,830 ordinary shares each carrying voting rights. There are no shares in treasury. As a result, proxy votes representing approximately 86% of the voting capital were cast for both the AGM and the general meeting.

The full text of the resolutions can be found in the Notice of Meeting on the Company's website, [www.mothercareplc.com](http://www.mothercareplc.com) and for inspection on the National Storage Mechanism, [www.hemscott.com/nsm.do](http://www.hemscott.com/nsm.do)

In accordance with Listing Rule 9.6.2 copies of the resolutions passed, other than ordinary business, will shortly be submitted to the National Storage Mechanism, [www.hemscott.com/nsm/do](http://www.hemscott.com/nsm/do).

Further details: [investorrelations@mothercare.com](mailto:investorrelations@mothercare.com)