

Mothercare plc Annual General Meeting 18 July 2013: Results

At the annual general meeting held on 18 July 2013, 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 and auditors' report	69,624,845	99.79	149,740	0.21	2,472	0.00
2 To approve the directors' remuneration report	67,748,369	97.13	2,002,886	2.87	25,802	0.04
3 To re-elect Alan Parker as a director	62,836,763	97.75	1,449,604	2.25	5,490,690	7.87
4 To re-elect Simon Calver as a director	69,639,513	99.81	131,008	0.19	6,537	0.01
5 To re-elect Lee Ginsberg as a director	69,725,818	99.94	40,899	0.06	10,341	0.01
6 To re-elect Amanda Mackenzie as a director	69,716,561	99.93	51,652	0.07	8,845	0.01
7 To re-elect Richard Rivers as a director	69,714,599	99.92	54,321	0.08	8,138	0.01
8 To elect Angela Brav as a director	69,737,003	99.95	32,809	0.05	7,246	0.01
9 To elect Matt Smith as a director	69,640,131	99.82	126,538	0.18	10,389	0.01
10 To elect Imelda Walsh as a director	69,623,057	99.79	146,540	0.21	7,461	0.01
11 To re-appoint Deloitte LLP as auditors of the	68,594,444	98.73	879,811	1.27	302,802	0.43

company						
12 To authorise the directors to determine the remuneration of the auditors	68,621,587	98.74	876,726	1.26	278,744	0.40
13 Authority for the directors to allot shares	64,483,864	92.43	5,282,930	7.57	10,264	0.01
14 Authority to call a general meeting at 14 days' notice	66,113,759	94.76	3,652,439	5.24	10,860	0.02
15 Authority for the directors to disapply pre-emption rights	69,731,556	99.97	24,132	0.03	21,370	0.03
16 Authority to purchase own shares	69,748,106	99.97	20,011	0.03	8,941	0.01
17 To amend the Company's Articles of Association	69,735,865	99.97	20,621	0.03	20,572	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

Resolutions 14 – 17 were Special Resolutions.

As at 16 July 2013, the Company's issued share capital and total voting rights consisted of 88,689,922 ordinary shares each carrying voting rights. There are no shares in treasury. As a result, proxy votes representing approximately 78% of the voting capital were cast.

The full text of the resolutions can be found in the Notice of Meeting on the Company's website, www.mothercareplc.com and for inspection on the National Storage Mechanism, 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.

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