

Mothercare plc Annual General Meeting 14 July 2016: Results

At the annual general meeting held on 14 July 2016, 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	152,528,743	99.99	13,578	0.01	6,351	0.00
2 To approve the directors' remuneration report	135,051,650	97.72	3,151,380	2.28	14,345,642	9.40
3 To re-elect Alan Parker as a director	151,248,328	99.62	583,145	0.38	717,199	0.47
4 To re-elect Mark Newton-Jones as a director	152,497,754	99.99	15,388	0.01	35,530	0.02
5 To re-elect Richard Smothers as a director	152,494,130	99.99	18,107	0.01	36,435	0.02
6 To re-elect Angela Brav as a director	152,497,199	99.99	17,640	0.01	33,833	0.02
7 To re-elect Lee Ginsberg as a director	150,853,218	98.91	1,659,605	1.09	35,849	0.02
8 To re-elect Amanda Mackenzie as	152,495,707	99.99	19,476	0.01	33,489	0.02

a director						
9 To re-elect Richard Rivers as a director	152,492,915	99.99	18,832	0.01	36,925	0.02
10 To elect Imelda Walsh as a director	152,489,888	99.98	25,200	0.02	33,584	0.02
11 To elect Nick Wharton as a director	152,498,949	99.99	15,099	0.01	34,624	0.02
12 To re-appoint Deloitte LLP as auditors of the company	151,886,000	99.57	659,627	0.43	3,045	0.00
13 To authorise the directors to determine the remuneration of the auditors	152,537,631	99.99	8,178	0.01	2,863	0.00
14 Authority for the directors to allot shares	138,395,927	90.73	14,141,416	9.27	11,329	0.01
15 To authorise political donations by the company and its subsidiaries	148,380,505	97.28	4,144,958	2.72	23,209	0.02
16 Authority to call a general meeting at 14 days' notice	150,751,971	98.83	1,791,521	1.17	5,180	0.00
17 Authority for the directors to disapply pre-emption rights on an unrestricted basis	151,776,494	99.51	743,610	0.49	28,568	0.02
18 Authority for the directors to	137,698,925	90.28	14,827,362	9.72	22,385	0.01

disapply pre-emption rights for the purpose of an acquisition or specified capital investment						
19 Authority to purchase own shares	151,854,419	99.55	684,862	0.45	9,391	0.01

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 16 – 19 were Special Resolutions.

As at 12 July 2015, the Company's issued share capital and total voting rights consisted of 170,867,497 ordinary shares each carrying voting rights. There are no shares in treasury. As a result, proxy votes representing approximately 89.28% 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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