

## **Mothercare plc Annual General Meeting 19 July 2018: Results**

### Annual General Meeting

At the annual general meeting held at 11.00am on 19 July 2018, 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:

	<b>Resolution</b>	<b>Votes For (including discretion)</b>	<b>% of Votes For (including discretion)</b>	<b>Votes Against</b>	<b>% of Votes Against</b>	<b>Votes Withheld*</b>	<b>% of votes withheld*</b>
1	To receive the annual accounts, directors' report, strategic report, directors' remuneration report and auditors' report	118,725,192	99.97%	31,184	0.03%	13,551,856	10.24%
2	To approve the directors' remuneration report	108,318,373	81.92%	23,912,054	18.08%	77,805	0.06%
3	To elect Glyn Hughes as a director	132,020,385	99.83%	227,832	0.17%	60,015	0.05%
4	To re-elect Gillian Kent as a director	132,200,784	99.96%	49,812	0.04%	57,636	0.04%
5	To elect Mark Newton-Jones as a director	127,706,925	96.57%	4,536,691	3.43%	64,616	0.05%
6	To re-elect Nick Wharton as a director	132,188,833	99.96%	53,276	0.04%	66,123	0.05%
7	To elect Clive Whiley as a director	117,440,383	88.80%	14,805,719	11.20%	62,130	0.05%
8	To elect David Wood as a director	132,072,044	99.87%	174,124	0.13%	62,064	0.05%
9	To re-appoint Deloitte LLP as auditors of the company	118,722,315	89.77%	13,522,807	10.23%	63,110	0.05%
10	To authorise the directors to determine the remuneration of the auditors	132,237,151	99.99%	14,395	0.01%	56,686	0.04%
11	To authorise political donations by the company and its subsidiaries	87,685,288	73.85%	31,048,609	26.15%	13,574,335	10.26%
12	Authority to call a general meeting at 14 days' notice	131,833,610	99.68%	423,040	0.32%	51,582	0.04%

Resolution 12 was a Special Resolution.

**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 18 July 2018, the Company's issued share capital and total voting rights consisted of 170,871,885 ordinary shares each carrying voting rights. There are no shares in treasury. As result, proxy votes representing approximately 77.4% of the voting capital were cast for the AGM.

The Board notes the proportion of votes cast against Resolution 11, political donations. It remains the policy of the Company not to make political donations or incur political expenditure within the ordinary meaning of those words. The authority sought by the resolution was as a precaution to ensure that neither the Company's nor its subsidiaries commits an inadvertent breach of the Companies Act 2006 through its normal business activities. The Directors will consider shareholder views and make relevant disclosures, if appropriate, in the 2019 annual report.

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).

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