

## **Mothercare plc General Meeting 26 July 2018: Results**

### General Meeting

At the general meeting held at 10.00am on 26 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 approve the sub-division of ordinary shares	106,562,372	99.97	31,278	0.03	8,171	0.01
2	To approve the amendment to the articles of association of the company	106,562,882	99.98	23,302	0.02	15,637	0.01
3	Authority to allot shares in relation to the placing and open offer and the conversion of the shareholder loans	106,179,592	99.61	411,084	0.39	11,145	0.01
4	Authority to disapply pre-emption rights in relation to the placing and open offer and the conversion of the shareholder loans	106,178,070	99.61	420,114	0.39	3,637	0.00
5	To approve the issue price of the new ordinary shares	106,534,639	99.94	59,369	0.06	7,813	0.01
6	To approve the related party transactions	88,862,229	83.36	31,362	0.03	17,708,230	16.61
7	General authority to allot shares	106,470,282	99.88	126,119	0.12	5,420	0.01
8	General authority to disapply pre-emption rights on an unrestricted basis	106,214,641	99.64	381,195	0.36	5,985	0.01
9	General authority to disapply pre-emption rights for the purpose of an acquisition or specified capital investment	92,722,154	86.99	13,863,712	13.01	15,955	0.01
10	Authority to purchase own shares	93,079,541	87.32	13,511,071	12.68	11,209	0.01

Resolutions 2, 4, 8, 9 and 10 are Special Resolutions.

**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 25 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 62.4% of the voting capital were cast for the GM.

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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