



Capital & Counties Properties PLC
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This document is important and requires your immediate attention. If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant, fund manager or other appropriate independent financial adviser, who is authorised under the Financial Services and Markets Act 2000 if you are in the UK or, if not, from another appropriately authorised independent financial adviser.

If you have sold or transferred all of your ordinary shares in Capital & Counties Properties PLC, please send this document together with any relevant accompanying documents, to the person to whom you sold or transferred your ordinary shares, or to the bank, stockbroker or other agent who arranged the sale or transfer for you.

12 April 2019

Dear Shareholder,

**CAPITAL & COUNTIES PROPERTIES PLC (the "Company")
CONFIRMATION OF OFFER OF SCRIP DIVIDEND ALTERNATIVE TO THE CASH 2018 FINAL DIVIDEND**

On 27 February 2019, the Directors announced a final dividend for 2018 of 1.0 pence per Ordinary Share payable on 16 May 2019 (the "**Dividend**"). Subject to the terms of the scrip dividend scheme (the "**Scheme**") which was approved by Shareholders at the Company's 2017 Annual General Meeting, the Directors are pleased to offer a Scrip Dividend Alternative for the Dividend.

Shareholders will receive the Dividend in cash unless they elect to receive New Ordinary Shares instead.

A full description of the terms and conditions of the Scheme is contained in the Scrip Dividend Booklet (the "**Booklet**"), which is available for viewing or download from the Company's website www.capitalandcounties.com. Hard copies can be requested via the website or by contacting the Company (email feedback@capitalandcounties.com or telephone +44 (0)20 3214 9170). Capitalised terms used in this letter but not defined herein have the same meaning as in the Booklet.

If all of the Shareholders as at 9 April 2019 eligible to receive the Dividend were to elect to participate in the Scheme in respect of their entire registered shareholdings as at such date, based on the price of a New Ordinary Share of £2.4402, the Company would issue approximately 3,486,682 New Ordinary Shares pursuant to the Scheme in respect of the Dividend, representing 0.41 per cent of the Company's issued share capital as at 9 April 2019.

If none of the Shareholders as at 9 April 2019 were to elect to participate in the Scheme in respect of any part of their registered shareholdings as at such date, the Company would pay a total cash dividend of an amount equal to approximately £8,508,201.51.

The scrip dividend calculation price is equal to the average of the middle market quotations of an Ordinary Share derived from the exchange operated by the JSE for the five consecutive dealing days ending on the Currency Conversion Date, less the gross value of the Dividend per Ordinary Share. The price for each New Ordinary Share calculated on this basis is 4,519.8041 ZAR cents.

As no fraction of a New Ordinary Share will be issued, any residual cash entitlement will be paid immediately to relevant Shareholders.

For Certificated Shareholders, a mandate form for the scrip alternative to the Dividend is enclosed with this letter (the "**Mandate Form**"). If you wish to receive New Ordinary Shares instead of cash in respect of the Dividend, you should complete the Mandate Form and return it in the envelope provided to Computershare Investor Services Proprietary Limited, our SA Registrar, by no later than 12.00 noon (local time) on 23 April 2019 (the Record Date for the Dividend). **No late election forms will be accepted.** Further forms for SA Certificated Shareholders are available from our SA Registrar: Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank 2196, South Africa (Telephone: +27 11 370 5000 and, in South Africa only, 086 1100 634, calls will be charged at the standard geographic rate and will vary by provider. Calls outside South Africa will be charged at the applicable international rate. The helpline is open between 8.00am – 4.30pm (Local time), Monday to Friday, excluding public holidays in South Africa), or by download from www.capitalandcounties.com.

Shareholders holding their Ordinary Shares in dematerialised form through the Strate system and who wish to make a scrip election should contact their CSDP, Broker or Nominee as applicable in the manner stipulated in the Custody Agreement entered into between the beneficial shareholders and the CSDP, broker or nominee. Additional information is contained in the Booklet.

A timetable of events in relation to the Dividend is detailed below.

Yours faithfully,



Ruth Pavey
Company Secretary

Timetable

The Directors have proposed a Dividend per Ordinary Share (ISIN GB00B62G9D36) of 1.0 pence payable on 16 May 2019.

The following are the salient dates for payment of the Dividend

Sterling/Rand Exchange Rate struck	8 April 2019
Sterling/Rand Exchange Rate and dividend amount in Rand announced	9 April 2019
Ordinary Shares trade ex-dividend on the exchange operated by the JSE, Johannesburg	17 April 2019
Ordinary Shares trade ex-dividend on the London Stock Exchange, London	18 April 2019
Record Date for Dividend (UK and South Africa)	23 April 2019
Scrip Election Date (South Africa)	23 April 2019
Scrip Election Date (UK)	30 April 2019
Dividend payment date for Shareholders	16 May 2019
First day of dealing and admission to the official list of the UK Listing Authority and the JSE for New Ordinary Shares under the Scheme	16 May 2019

South African shareholders should note that, in accordance with the requirements of Strate, the last day to trade cum-dividend will be 16 April 2019 and that no dematerialisation of shares will be possible from 17 April 2019 to 23 April 2019 inclusive. No transfers between the UK and South Africa registers may take place from 9 April 2019 to 23 April 2019, inclusive.

Important Information for South African Shareholders

The final cash dividend declared by the Company is a foreign payment and the funds are sourced from the UK. The final cash dividend declared by the Company will constitute a dividend for Dividends Tax purposes. Dividends Tax will therefore be withheld from the amount of the final cash dividend which is paid at a rate of 20 per cent, unless a shareholder qualifies for an exemption and the prescribed requirements for effecting the exemption, as set out in the rules of the Scrip Dividend Scheme, are in place by the requisite date.

It is the Company's understanding that the issue and receipt of shares pursuant to the scrip dividend alternative will not have any Dividends Tax nor income tax implications. The new shares which are acquired under the scrip dividend alternative will be treated as having been acquired for nil consideration.

This information is included only as a general guide to taxation for shareholders resident in South Africa based on the Company's understanding of the law and the practice currently in force. Any shareholder who is in any doubt as to their tax position should seek independent professional advice.

Privacy: Capital & Counties Properties PLC takes its shareholders' privacy seriously. Information on how your personal data is used can be found at www.capitalandcounties.com/privacy-notice