

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.

20 August 2021

Dear Shareholder,

**CAPITAL & COUNTIES PROPERTIES PLC (the “Company”)
CONFIRMATION OF OFFER OF SCRIP DIVIDEND ALTERNATIVE TO THE CASH 2021 INTERIM DIVIDEND**

On 27 July 2021, the Directors announced an interim dividend for 2021 of 0.5 pence per Ordinary Share (split equally between a Property income Distribution (“PID”) and an ordinary dividend) payable on 23 September 2021 (the “**Dividend**”). Subject to the terms of the scrip dividend scheme (the “**Scheme**”) which was approved by Shareholders at the Company’s 2020 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 16 August 2021 eligible to receive the Dividend were to elect to participate in the Scheme in respect of their entire registered shareholdings as at such date, assuming UK withholding tax were applied to the PID element of the dividend and based on the price of a New Ordinary Share of £1.761, the Company would issue approximately 2,174,922 New Ordinary Shares pursuant to the Scheme in respect of the Dividend, representing 0.256 per cent of the Company’s issued share capital as at 16 August 2021.

If none of the Shareholders as at 16 August 2021 were to elect to participate in the Scheme in respect of any part of their registered shareholdings as at such date, and assuming that UK withholding tax applied to the PID element of the Dividend, the Company would pay a total cash dividend of an amount equal to approximately £3,830,038.20.

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 3,614.58605 ZAR cents.

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

Certificated Shareholders who wish to receive New Ordinary Shares instead of cash in respect of this Dividend should complete a Mandate Form which can be found on the Company’s website (www.capitalandcounties.com) and email a scanned or photographed copy of the Mandate Form to Computershare Investor Services Proprietary Limited, our SA Registrar, at corporate.events@computershare.co.za. Where you are unable to access an electronic copy of the Mandate Form, an email to our SA Registrar is also acceptable for this Dividend only, stating the following: i) your election to receive New Ordinary Shares instead of cash; ii) your account/reference number (which can be found on any correspondence sent by the SA Registrar or alternatively you can request this by emailing your request to corporate.events@computershare.co.za who will provide this if your full name and address correspond to their files); and iii) your full account name. All emails to the SA Registrar must be received by no later than 12.00 noon (local time) on 6 September 2021. **No late election forms or emails will be accepted.** Where no election forms or emails are received you will automatically receive a cash dividend. Please contact the SA Registrar should you have any queries via email on corporate.events@computershare.co.za or by telephone (+27 11 370 5000 or +27 11 and, in South Africa only,

086 1100 634, calls will be charged at the standard geographic rate and will vary by provider). Due to the current circumstances resulting from COVID-19, the SA Registrar can also be contacted by email on returmycall@computershare.co.za or alternatively by dialling *134*20011# (only available within South Africa).

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).

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 0.5 pence payable on Thursday 23 September 2021. The following are the salient dates for payment of the Dividend

Sterling/Rand Exchange Rate struck	Monday 16 August 2021
Sterling/Rand Exchange Rate and dividend amount in Rand announced	Tuesday 17 August 2021
Ordinary Shares trade exdividend on the exchange operated by the JSE, Johannesburg	Wednesday 25 August 2021
Ordinary Shares trade exdividend on the London Stock Exchange, London	Thursday 26 August 2021
Record Date for Dividend (UK and South Africa)	Friday 27 August 2021
Scrip Election Date (UK and South Africa)	Monday 6 September 2021
Dividend payment date for Shareholders	Thursday 23 September 2021
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	Thursday 23 September 2021

South African shareholders should note that, in accordance with the requirements of Strate, the last day to trade cum-dividend will be 24 August 2021 and that no dematerialisation or rematerialisation of shares will be possible from 25 August 2021 to 27 August 2021 inclusive. No transfers between the UK and South Africa registers may take place from 18 August 2021 to 27 August 2021, inclusive.

Important Information for South African Shareholders

The interim dividend declared by the Company is a foreign payment and the funds are sourced from the UK.

PIDs: South African shareholders may apply to HMRC after payment of the PID element of the dividend for a refund of the difference between the 20 per cent UK withholding tax and the UK/South African double taxation treaty rate of 1.5 per cent.

The PID element of the cash dividend will be exempt from income tax but will constitute a dividend for Dividends Tax purposes, as it will be declared in respect of a share listed on the exchange operated by the JSE. SA Dividends Tax will therefore be withheld from the PID element of the interim cash dividend at a rate of 20 per cent, unless a shareholder qualifies for an exemption and the prescribed requirements for effecting the exemption are in place by the requisite date. Certain shareholders may also qualify for a reduction of SA Dividends Tax liability to 5 per cent, (being the difference between the SA dividends tax rate and the effective UK withholding tax rate of 1.5 per cent) if the prescribed requirements for effecting the reduction are in place by the requisite date.

Non-PID: The non-PID element of the cash dividend will be exempt from income tax but will constitute a dividend for SA Dividends Tax purposes, as it will be declared in respect of a share listed on the exchange operated by the JSE. SA Dividends Tax will therefore be withheld from the non-PID element of the interim cash dividend at a rate of 20 per cent, unless a shareholder qualifies for an exemption and the prescribed requirements for effecting the exemption are in place by the requisite date.

Scrip dividend scheme: It is the Company's understanding that the issue and receipt of shares pursuant to the scrip dividend alternative, whether paid as a PID or NonPID, will not have any SA Dividends Tax nor income tax implications. The new shares which are acquired under the scrip dividend alternative should not comprise of a "foreign dividend" nor a "foreign return of capital" and will be treated as having been acquired for nil consideration.

Any residual cash payments to account for fractional share payments will be exempt from income tax but will be subject to SA Dividends Tax, which will be withheld from the residual payment to South African shareholders at a rate of 20 per cent (or for qualifying shareholders, for PID elements of residual cash amounts, the reduced rate referenced above if the prescribed requirements for effecting the reduction are in place by the requisite date), unless a shareholder qualifies for an exemption and the prescribed requirements for effecting the exemption are in place by the requisite date.

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.