



## **2018 Vote in relation to the appointment of Stephen Stone as Chairman**

The Company was pleased with the overwhelming support it has received for almost all of its AGM resolutions in March 2018. With respect to resolution 3, the appointment of Stephen Stone as Executive Chairman, we are pleased with the level of support this has received of 79.2%, although we recognise that 9.5% of shareholders withheld their votes.

Ahead of our AGM the Company held extensive discussions with shareholders and received a wide range of feedback. In general a large proportion of shareholders recognised the value of retaining Stephen Stone's knowledge and expertise for a further period, but some did not believe this should be as Chairman or for as long as three years.

The Company has always recognised that having a role of Executive Chair was unlikely to be universally accepted by shareholders. However, the Board believes that this remains in the best interests of the Company. A majority of shareholders, including those consulted in late 2017 and early 2018, agreed with the Board that this is one of the rare situations where the CEO moving to the role of Chairman is appropriate.

Since our AGM, we have recruited a further non-executive director (Lucinda Bell) taking us beyond the minimum independence requirements of the Corporate Governance Code. Having received feedback from some investors that they had a preference towards a candidate with property experience and we are pleased to have secured this (as well as senior finance experience) in Lucinda.

We have completed the induction of Leslie Van de Walle who, in the role of Deputy Chairman is supporting the Board as a whole as well as Executive Chairman and Chief Executive. Leslie will also lead an externally facilitated board evaluation during 2018 which will be reported on in our Annual Integrated Report 2018 due to be published in February 2019.

We will continue to communicate with investors through the year, and welcome ongoing dialogue.

**Crest Nicholson Holdings plc**  
**7 September 2018**