

Foxtons Group plc
(the "Company")

17 May 2017

Annual General Meeting ("AGM") Results

The Company announces that at its Annual General Meeting held earlier today all the resolutions set out in the Notice of Annual General Meeting were passed by the requisite majority. Each of the resolutions put to the AGM was voted on by way of a poll. The results of the poll for each resolution were as follows:

Resolution <i>* indicates Special Resolution</i>	For (No. of shares)	For (%)	Against (No. of shares)	Against (%)	Votes Withheld (No. of shares)	Total issued. share capital instructed (%)
1. To receive the Annual Report and Accounts.	208,075,019	100.00	0	0.00	1,229,134	75.63
2. To declare a final dividend.	209,300,653	100.00	0	0.00	3,500	76.08
3. To approve the Remuneration Policy	149,696,924	72.02	58,161,478	27.98	1,435,751	75.56
4. To approve the Directors' Remuneration Report.	187,966,734	95.31	9,242,651	4.69	12,094,768	71.69
5. To elect Mark Berry as a Director	206,402,136	98.64	2,842,406	1.36	59,611	76.06
6. To re-elect Andrew Adcock as a Director.	146,662,739	70.36	61,773,366	29.64	858,048	75.77
7. To re-elect Ian Barlow as a Director.	195,740,487	93.55	13,504,055	6.45	59,611	76.06
8. To re-elect Michael Brown as a Director.	205,890,375	98.40	3,354,167	1.60	59,611	76.06
9. To re-elect Nicholas Budden as a Director.	206,506,143	98.69	2,738,399	1.31	59,611	76.06
10. To re-elect Garry Watts as a Director.	193,177,175	92.53	15,605,476	7.47	521,502	75.89
11. To re-appoint Deloitte LLP as auditors of the Company.	195,995,551	93.70	13,181,907	6.30	126,695	76.04
12. To authorise the Audit Committee to determine the auditors' remuneration.	196,297,556	93.81	12,943,486	6.19	63,111	76.06
13. To authorise the Company to make political donations.	208,946,233	99.88	243,261	0.12	114,659	76.04

14. To approve the Foxtons Group Share Option Plan.	151,131,770	72.71	56,727,837	27.29	1,434,546	75.56
15. To authorise the Directors to allot ordinary shares.	207,862,907	100.00	3,200	0.00	1,438,046	75.56
16. To disapply pre-emption rights.*	207,861,907	100.00	6,700	0.00	1,435,546	75.56
17. To authorise the Company to purchase its own ordinary shares.*	209,206,454	99.96	93,299	0.04	4,400	76.08
18. To authorise the Directors to hold general meetings on not less than 14 clear days' notice.*	200,075,395	95.59	9,225,063	4.41	3,695	76.08

**Special Resolution*

The Board of Directors notes that all resolutions were passed with the requisite majority, although there was a significant minority vote against the remuneration policy, re-election of Andrew Adcock and Foxtons Group Share Option Plan (SOP).

During 2016, Foxtons' Remuneration Committee undertook a full review of the Group's Remuneration Policy to ensure it continues to be appropriate to the Group's strategy and business needs, and reinforces alignment between the interests of our shareholders and those of our Executive Directors. In formulating the proposed new policy, the Remuneration Committee considered a full range of alternative incentive structures to address concerns with the existing arrangements. In particular, the Committee sought the views of shareholders holding in excess of 60% of share capital, and proposed a new share option plan to replace the current LTIP. Compared to the LTIP, the option plan is more shareholder-aligned, longer term and significantly simpler, and we believe it is more motivational and retentive. The option plan has a time horizon of 5-10 years and a minimum total shareholder return requirement of 10% p.a. Its cost is broadly similar to that of the LTIP it replaces. The Board is committed to ongoing dialogue with shareholders on these and other matters.

NOTES:

1. All resolutions were passed.
2. Proxy appointments which gave discretion to the Chairman of the AGM have been included in the "For" total for the appropriate resolution.
3. Votes "For" and "Against" any resolution are expressed as a percentage of votes validly cast for that resolution.
4. A "Vote withheld" is not a vote in law and is not counted in the calculation of the percentage of shares voted "For" or "Against" any resolution nor in the calculation of the proportion of "Total issued share capital instructed" for any resolution.
5. The number of shares in issue at close of business on 15 May 2017 was 275,104,391 (the "Share Capital") and at that time, the Company did not hold any shares in treasury.

6. The proportion of "Total issued share capital instructed" for any resolution is the total of votes validly cast for that resolution (i.e. the total votes "For" and "Against" that resolution) expressed as a percentage of the Share Capital.
7. The full text of the resolutions passed at the AGM can be found in the Notice of Annual General Meeting which is available on the Company's website at www.foxtongroup.co.uk.
8. A copy of resolutions 16-18 passed at the AGM will shortly be submitted to the National Storage Mechanism and will be available for inspection at www.morningstar.co.uk/uk/NSM.
9. The complete poll results will be available shortly on the Company's website at www.foxtongroup.co.uk

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