

CAPITAL & REGIONAL PLC
(Incorporated in the United Kingdom)
(UK company number 01399411)
LSE share code: CAL JSE share code: CRP
LEI: 21380097W74N9OYF5Z25
ISIN: GB00BL6XZ716
(“Capital & Regional” or “the Company”)



**CAPITAL &
REGIONAL**

FORM 8 (OPD) - PUBLIC OPENING POSITION DISCLOSURE BY A PARTY TO AN OFFER

Rules 8.1 and 8.2 of the Takeover Code (the “Code”)

1. KEY INFORMATION

(a) Full name of discloser:	CAPITAL & REGIONAL PLC
(b) Owner or controller of interests and short positions disclosed, if different from 1(a): <i>The naming of nominee or vehicle companies is insufficient. For a trust, the trustee(s), settlor and beneficiaries must be named.</i>	N/A
(c) Name of offeror/offeree in relation to whose relevant securities this form relates: <i>Use a separate form for each offeror/offeree</i>	CAPITAL & REGIONAL PLC
(d) Is the discloser the offeror or the offeree?	OFFEREE
(e) Date position held: <i>The latest practicable date prior to the disclosure</i>	4 JUNE 2024
(f) In addition to the company in 1(c) above, is the discloser making disclosures in respect of any other party to the offer? <i>If it is a cash offer or possible cash offer, state “N/A”</i>	NO

2. POSITIONS OF THE PARTY TO THE OFFER MAKING THE DISCLOSURE

If there are positions or rights to subscribe to disclose in more than one class of relevant securities of the offeror or offeree named in 1(c), copy table 2(a) or (b) (as appropriate) for each additional class of relevant security.

(a) Interests and short positions in the relevant securities of the offeror or offeree to which the disclosure relates

Class of relevant security:				
	Interests		Short positions	
	Number	%	Number	%
(1) Relevant securities owned and/or controlled:	Nil	-	Nil	-
(2) Cash-settled derivatives:	Nil	-	Nil	-
(3) Stock-settled derivatives (including options) and agreements to purchase/sell:	Nil	-	Nil	-
TOTAL:	Nil	-	Nil	-

All interests and all short positions should be disclosed.

Details of any open stock-settled derivative positions (including traded options), or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).

Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).

(b) **Rights to subscribe for new securities**

Class of relevant security in relation to which subscription right exists:	N/A
Details, including nature of the rights concerned and relevant percentages:	N/A

3. **POSITIONS OF PERSONS ACTING IN CONCERT WITH THE PARTY TO THE OFFER MAKING THE DISCLOSURE**

Details of any interests, short positions and rights to subscribe (including directors' and other employee options) of any person acting in concert with the party to the offer making the disclosure:

Interests in Capital & Regional plc shares held by Growthpoint Properties Limited (the offeree's majority shareholder):

Name	Total Number of Shares	Percentage of existing issued share capital ⁽¹⁾ (%)
Diagonal Nominees Limited (Growthpoint)	153,227,266	68.129

Interests in Capital & Regional plc shares held by the Capital & Regional plc directors (together with their close relatives and the related trusts of any of them):

Name	Total Number of Shares	Percentage of existing issued share capital ⁽¹⁾ (%)
David Hunter	142,824	0.064
Lawrence Hutchings	87,042	0.039
Stuart Wetherly	87,812	0.039
Ian Krieger	23,234	0.010
Norbert Sasse	78,770	0.035
Laura Whyte	36,950	0.016
TOTAL	456,632	0.203

(1) Percentages are calculated on the basis of 224,906,731 shares in issue as at the latest practicable date prior to the disclosure.

Share options in Capital & Regional plc held by the Capital & Regional plc directors (together with their close relatives and the related trusts of any of them):

Name	Scheme	Date of Award	Number of Awards ⁽²⁾	Type of Award	Maximum Vesting ⁽³⁾	End of Performance Period
Lawrence Hutchings	Combined Incentive Plan ("CIP")	27/04/2020	146,918	Nil cost option	½ of shares	01/01/2024
					½ of shares	01/01/2025
Lawrence Hutchings	CIP	25/04/2022	1,080,976	Nil cost option	1/3 of shares	01/01/2025
					1/3 of shares	01/01/2026
					1/3 of shares	01/01/2027
Lawrence Hutchings	CIP	02/05/2023	1,229,456	Nil cost option	1/3 of shares	01/01/2026
					1/3 of shares	01/01/2027
					1/3 of shares	01/01/2028
Stuart Wetherly	CIP	27/04/2020	79,220	Nil cost option	½ of shares	01/01/2024
					½ of shares	01/01/2025
Stuart Wetherly	CIP	25/04/2022	591,534	Nil cost option	1/3 of shares	01/01/2025
					1/3 of shares	01/01/2026
					1/3 of shares	01/01/2027
Stuart Wetherly	CIP	02/05/2023	672,787	Nil cost option	1/3 of shares	01/01/2026
					1/3 of shares	01/01/2027
					1/3 of shares	01/01/2028

(2) Includes dividend equivalent shares subsequently awarded.

(3) Shares vest subject to the performance underpin of median relative Total Shareholder Return against a retail property comparator group.

Details of any open stock-settled derivative positions (including traded options), or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).

Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).

4. OTHER INFORMATION

(a) Indemnity and other dealing arrangements

Details of any indemnity or option arrangement, or any agreement or understanding, formal or informal, relating to relevant securities which may be an inducement to deal or refrain from dealing entered into by the party to the offer making the disclosure or any person acting in concert with it: <i>Irrevocable commitments and letters of intent should not be included. If there are no such agreements, arrangements or understandings, state "none"</i>
None

(b) Agreements, arrangements or understandings relating to options or derivatives

Details of any agreement, arrangement or understanding, formal or informal, between the party to the offer making the disclosure, or any person acting in concert with it, and any other person relating to: (i) the voting rights of any relevant securities under any option; or (ii) the voting rights or future acquisition or disposal of any relevant securities to which any derivative is referenced: <i>If there are no such agreements, arrangements or understandings, state "none"</i>
None

(c) Attachments

Are any Supplemental Forms attached?

Supplemental Form 8 (Open Positions)	NO
Supplemental Form 8 (SBL)	NO

Date of disclosure:	5 June 2024
Contact name:	Stuart Wetherly
Telephone number:	020 7932 8027

Public disclosures under Rule 8 of the Code must be made to a Regulatory Information Service.

The Panel's Market Surveillance Unit is available for consultation in relation to the Code's disclosure requirements on +44 (0)20 7638 0129.

The Code can be viewed on the Panel's website at www.thetakeoverpanel.org.uk.

5 June 2024

JSE sponsor

JAVACAPITAL

Notes to editors:**About Capital & Regional plc**

Capital & Regional is a UK focused retail property REIT specialising in community shopping centres that dominate their local catchment, serving the non-discretionary and value orientated needs of the local communities. It has a track record of delivering value enhancing retail and leisure asset management opportunities across a portfolio of tailored in-town community shopping centres.

Using its expert property and asset management platform Capital & Regional owns and manages community shopping centres in Edinburgh, Hemel Hempstead, Ilford, Maidstone, Walthamstow and Wood Green.

Capital & Regional is listed on the main market of the London Stock Exchange (LSE) and has a secondary listing on the Johannesburg Stock Exchange (JSE).

For further information, see www.capreg.com.