

## Capital & Regional plc

### Form of Proxy

for use at the Company's Annual General Meeting ("AGM") to be held at 10.00 am on Thursday, 16 May 2019

I/We (name in full) \_\_\_\_\_ (BLOCK CAPITALS)

of (registered address) \_\_\_\_\_ (BLOCK CAPITALS)

holding (insert number of ordinary shares) \_\_\_\_\_

being (a) member(s) of Capital & Regional plc entitled to vote at a General Meeting, hereby appoint the Chairman of the Meeting or

\_\_\_\_\_ (see note 2 below) in respect of all my shares to act as my/our proxy to exercise all or any of my/our rights to attend and to speak and vote on my/our behalf at etc.venues Victoria, 1 Drummond Gate, London, SW1V 2QQ on Thursday, 16 May 2019 at 10.00 am and at any adjournment thereof. I/we appoint my/our proxy to attend, speak\* and vote\* in the manner indicated below:

Ordinary business	For	Against	Withheld (see note 8)
1 To adopt the report and accounts			
2 To approve the final dividend			
3 To approve the Directors' Remuneration Policy			
4 To approve the Annual Report on Directors' Remuneration			
5 To re-appoint Deloitte LLP as auditors			
6 To authorise the directors to fix the remuneration of the auditors			
7 To re-elect Hugh Scott-Barrett as a director of the Company			
8 To re-elect Lawrence Hutchings as a director of the Company			
9 To elect Stuart Wetherly as a director of the Company			
10 To re-elect Tony Hales as a director of the Company			
11 To re-elect Wessel Hamman as a director of the Company			
12 To re-elect Ian Krieger as a director of the Company			
13 To re-elect Louis Norval as a director of the Company			
14 To re-elect Laura Whyte as a director of the Company			
<b>Special business</b>			
15 Ordinary resolution – To approve the Combined Incentive Plan 2019			
16 Ordinary resolution – To allot securities			
17 Special resolution – To disapply pre-emption rights			
18 Special resolution – To disapply pre-emption rights for purposes of acquisitions or capital investments			
19 Special resolution – To make market purchases of the Company's own shares in compliance with Section 693 of the Companies Act 2006			
20 Special resolution – To call a general meeting on not less than 14 clear days' notice			

Please indicate with an "X" in the appropriate space how you wish your vote to be cast. If you do not indicate how you wish your proxy to vote, the proxy will vote, or abstain from voting, as he/she thinks fit.

Please tick the box if this proxy appointment is one of multiple appointments being made.

For the appointment of more than one proxy, please refer to Note 2 overleaf.

**Please return this form of proxy, duly completed and signed, to the address shown overleaf, so as to be received no later than 48 hours before the time of the meeting.**

Signed \_\_\_\_\_ Dated \_\_\_\_\_ 2019

## NOTES

- Only holders of ordinary shares, or their duly appointed representatives, are entitled to attend and vote at the meeting. A member so entitled may appoint (a) proxy(ies), who need not be (a) member(s), to exercise all or any of his/her rights to attend and to speak and vote on his/her behalf.
- You can appoint the Chairman of the meeting or anyone else to be your proxy at the AGM. You can also, if you wish, appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you.
  - To appoint more than one proxy, you should photocopy the Proxy Form. Please indicate in the box next to the proxy holder's name, the number of shares in relation to which you authorise them to act as your proxy. Please also indicate by marking the box on the Proxy Form if the proxy instruction is one of multiple instructions being given. All Proxy Forms must be signed and should be returned to Equiniti.
  - To appoint the Chairman as your sole proxy in respect of all your shares, fill in any voting instructions and sign and date the Proxy Form, but leave all other proxy appointment details blank.
  - To appoint a single proxy in respect of all your shares other than the Chairman, cross out only the words "the Chairman of the Meeting or" and insert the name of your proxy (who need not be a member of the Company). Then complete the rest of the Proxy Form, but leave all other proxy appointment details blank.
- The Proxy Form gives your proxy or proxies full rights to attend, speak and vote. If you wish to restrict the rights of your proxies please cross out either or both of the words 'speak' or 'vote' as you feel appropriate where indicated by an asterisk.
- If the Proxy Form is signed by someone else on your behalf, their authority to sign must be returned with the Proxy Form. In the case of a joint holding, any holder may sign. If the shareholder is a corporation, the form of proxy must be executed under its common seal or signed by an officer, attorney or other person duly authorised by the corporation.
- To be entitled to vote at the meeting (and for the purpose of determining the number of votes you may cast), you must be entered on the Company's register of members at 6.30pm on 14 May 2019 or, if the meeting is adjourned, you must be entered on the register at 6.30pm on the date which is two days prior to the date of any adjourned meeting.
- Full details of the resolutions to be proposed at the AGM, with explanatory notes, are set out in the enclosed Notice of AGM and Annual Report.
- Please indicate with an 'X' in the boxes provided how you wish your vote to be cast. Unless otherwise instructed, the person appointed a proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting on any particular resolution and on any other business (including amendments to resolutions and any procedural business), which may come before the meeting.
- The "withheld" option is provided to enable you to abstain on any particular resolution. However, a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of the votes "for" and "against" a resolution.
- Any alterations to the Proxy Form should be initialled.
- If you complete and return the Proxy Form this will not prevent you from attending in person and voting at the meeting should you subsequently decide to do so.
- In the case of joint holders, only one need sign this Proxy Form, but the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- To be valid, this form of proxy must reach the Company's Registrar, Equiniti, by no later than 10.00am on 14 May 2019, 48 hours before the time of the meeting.
- Please return the Proxy Form to Equiniti, FREEPOST RTHJ-CLLL-KBKU, Aspect House, Spencer Road, Lancing, BN99 8LU. A stamp is not required if posted in Great Britain, Channel Islands or Northern Ireland.



Freepost RTHJ-CLLL-KBKU  
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