

# Capital & Regional plc (the "Company")

## Form of Proxy

for use at the Company's Annual General Meeting ("AGM") to be held at Thomas House, 84 Eccleston Square, Pimlico, London SW1V 1PX at 10.00 am (British Summer Time) / 11.00 am (South African Time) on Thursday 19 May 2022.

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

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

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

being (a) member(s) of the Company entitled to vote at the AGM, 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 the AGM 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 for the financial year ended 30 December 2021                                     |     |         |                       |
| 2 To approve the 2021 Directors' Remuneration Report for the financial year ended 30 December 2021                   |     |         |                       |
| 3 To approve the Directors' Remuneration Policy  |     |         |                       |
| 4 To re-appoint Deloitte LLP as auditors   |     |         |                       |
| 5 To authorise the directors to determine the remuneration of the auditors   |     |         |                       |
| 6 To re-elect David Hunter as a director of the Company  |     |         |                       |
| 7 To re-elect Lawrence Hutchings as a director of the Company  |     |         |                       |
| 8 To re-elect Stuart Wetherly as a director of the Company   |     |         |                       |
| 9 To re-elect Ian Krieger as a director of the Company   |     |         |                       |
| 10 To re-elect Laura Whyte as a director of the Company  |     |         |                       |
| 11 To re-elect Katie Wadey as a director of the Company  |     |         |                       |
| 12 To re-elect Norbert Sasse as a director of the Company  |     |         |                       |
| 13 To re-elect George Muchanya as a director of the Company  |     |         |                       |
| <b>Special business</b>  |     |         |                       |
| 14 Ordinary resolution – To allot securities   |     |         |                       |
| 15 Special resolution – To disapply pre-emption rights   |     |         |                       |
| 16 Special resolution – To disapply pre-emption rights for acquisitions or capital investments                       |     |         |                       |
| 17 Special resolution – To make market purchases of the Company's own shares   |     |         |                       |
| 18 Special resolution – To approve the capital reduction of the share premium account and capital redemption reserve |     |         |                       |
| 19 Special resolution - To call general meetings 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 \_\_\_\_\_ 2022

## Notification of Availability

Dear Shareholder,

This is notification to inform you that Capital & Regional plc's Annual Report 2021 and Notice of the Annual General Meeting 2022, are available to view or download on the Company's website at [www.capreg.com](http://www.capreg.com). The documents are located in the Investor Relations section of the website.

### NOTES

- 1 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, speak and vote on his/her behalf.
- 2 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 JSE Investor Services.
  - 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. If you leave this space blank, the Chairman of the meeting will be appointed your proxy.
- 3 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.
- 4 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 Proxy Form must be executed under its common seal or signed by an officer, attorney or other person duly authorised by the corporation.
- 5 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 7.00 pm (SA time) on 17 May 2022 or, if the meeting is adjourned, you must be entered on the register at 7.00 pm (SA time) on the date which is two days prior to the date of any adjourned meeting.
- 6 Full details of the resolutions to be proposed at the AGM, with explanatory notes, are set out in the enclosed Notice of AGM.
- 7 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.
- 8 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.
- 9 Any alterations to the Proxy Form should be initialled.
- 10 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.
- 11 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.
- 12 To be valid, this completed and signed Proxy Form must reach the Company's Transfer Secretary, JSE Investor Services (Proprietary) Limited, 13th Floor, 19 Ameshoff Street, Braamfontein, 2001 (PO Box 4844, Johannesburg, 2000, South Africa) or emailed to [meetfax@jseinvestorservices.co.za](mailto:meetfax@jseinvestorservices.co.za) by no later than 11.00 am (SA time) on 17 May 2022.
- 13 Dematerialised shareholders holding their shares through a CSDP or broker must advise their CSDP or broker if they wish to attend the AGM. Their CSDP or broker will issue them with the necessary letter of representation to attend or be represented at the AGM. If they do not wish to attend the AGM, but wish to cast their votes, they should provide their CSDP or broker with their voting instruction by no later than 11.00 am (SA time) on 17 May 2022.
- 14 You may not use any electronic address provided in this Proxy Form to communicate with the Company for any purposes other than those expressly stated.