

Capital & Regional plc (the “Company”)

Form of Proxy

for use at the Company’s Annual General Meeting to be held at 110 Rochester Row, London, SW1P 1JP at 10.00 am (UK Time) on Thursday 25 May 2023 (“AGM”).

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, 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 Resolutions	For	Against	Withheld (see note 8)
1 To adopt the report and accounts for the financial year ended 30 December 2022			
2 To approve the final dividend proposed by the Board of Directors for the financial year ended 30 December 2022 of 2.75 pence per ordinary share			
3 To approve the Directors’ Remuneration Report for the financial year ended 30 December 2022			
4 To appoint Mazars 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 elect Panico Theocharides as a director of the Company			
14 To renew the Capital & Regional plc Scrip Dividend Scheme			
15 To allot securities			
Special Resolutions			
16 To disapply pre-emption rights			
17 To disapply pre-emption rights for acquisitions or specified capital investments			
18 To make market purchases of the Company’s own shares			
19 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 _____ 2023

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, 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. If you leave this space blank, the Chairman of the meeting will be appointed your proxy.
- 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 Proxy Form 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 6.30 pm (UK Time) on 23 May 2023 or, if the meeting is adjourned, you must be entered on the register at 6.30 pm (UK Time) 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.
- 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. If you have appointed a proxy and attend the meeting in person and vote, your proxy appointment will be automatically terminated.
- 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, the completed and signed Proxy Form must reach the Company’s Registrar, Equiniti, by no later than 10.00 am (UK Time) on 23 May 2023, 48 hours before the time of the meeting.
- Please return the Proxy Form to Equiniti, by email to proxyvotes@equiniti.com or by post to 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.
- CREST members who wish to appoint a proxy or proxies through the CREST service to be valid, the appropriate CREST message must be properly authenticated in accordance with Euroclear UK & Ireland Limited’s specifications, and must contain the information required for such instruction, as described in the CREST Manual (which can be viewed at www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer’s agent (ID RA19) by 10.00 am (UK Time) on 23 May 2023. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- If you are an institutional investor, you may be able to appoint a proxy electronically via the Proximity platform, a process that has been agreed upon by the Company and approved by the Company’s Registrar, Equiniti. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged by 10.00 am (UK Time) on 23 May 2023 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proximity’s associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.
- 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.

Notification of Availability

Dear Shareholder,

This is notification to inform you that Capital & Regional plc's Annual Report 2022 and Notice of the Annual General Meeting 2023 are available to view or download on the Company's website at www.capreg.com. The documents are located in the Investor Relations section of the website.