

# Attendance card

Countryside Properties PLC – Annual General Meeting

You may submit your proxy electronically using the Sharevote service at [www.sharevote.co.uk](http://www.sharevote.co.uk).

## NOTICE OF AVAILABILITY – VARIOUS DOCUMENTS

Important – please read carefully

You can now access the 2018 Annual Report and Notice of the 2019 Annual General Meeting online at <https://investors.countrysideproperties.com>.

Signature of person attending

Barcode:

Shareholder Reference No:

To be held in the at the offices of Linklaters LLP, One Silk Street, London EC2Y 8HQ.

If you wish to attend this meeting in your capacity as a holder of ordinary shares, please sign this card and on arrival hand it to the Company's Registrars. This will facilitate entry to the meeting.

## Form of proxy

Countryside Properties PLC – Annual General Meeting

Voting ID:

I/We being a member of the Company hereby appoint the Chairman of the meeting or (see note 1 overleaf)

Task ID:

Name of proxy

Number of shares proxy appointed over

Shareholder Reference No:

as my/our proxy to vote on my/our behalf at the Annual General Meeting of Countryside Properties PLC (the "Company") to be held at 2.00pm on Thursday, 24 January 2019 and at any adjournment thereof. I have indicated with an 'x' how I/we wish my/our votes to be cast on the following resolutions:

If you wish to appoint multiple proxies please see notes overleaf. Please also mark here if you are appointing more than one proxy.

### Resolutions

Please mark **x** to indicate how you wish to vote

	For	Against	Withheld		For	Against	Withheld
1 To receive and adopt the Annual Report for the financial year ended 30 September 2018 (ordinary resolution).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 To re-elect Baroness Sally Morgan as a Director (ordinary resolution).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To approve the Directors' Remuneration Report (ordinary resolution).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 To re-appoint PricewaterhouseCoopers LLP as Auditor of the Company (ordinary resolution).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To declare a final dividend of 6.6 pence per ordinary share for the year ended 30 September 2018 (ordinary resolution).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12 To authorise the Audit Committee to determine the Auditor's remuneration (ordinary resolution).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To elect Michael Scott as a Director (ordinary resolution).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13 To authorise the Directors to allot shares in accordance with section 551 of the Companies Act 2006 (ordinary resolution).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To re-elect David Howell as a Director (ordinary resolution).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14 To authorise the Directors to disapply pre-emption rights under section 570 of the Companies Act 2006 (special resolution).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 To re-elect Ian Sutcliffe as a Director (ordinary resolution).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15 To authorise the Company to make market purchases of its own ordinary shares (special resolution).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 To re-elect Rebecca Worthington as a Director (ordinary resolution).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16 To authorise the Company to make political donations (ordinary resolution).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 To re-elect Douglas Hurt as a Director (ordinary resolution).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17 To authorise the Company to call a general meeting other than an Annual General Meeting on not less than 14 clear days' notice (special resolution).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 To re-elect Amanda Burton as a Director (ordinary resolution).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

Signature

Date

You may submit your proxy electronically at [www.sharevote.co.uk](http://www.sharevote.co.uk).

## Notes

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his/her proxy to exercise all or any of his/her rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairperson, please insert the name of your chosen proxy holder in the space provided (overleaf). If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this form of proxy has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
2. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with Section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
4. The "withheld" option is provided to enable you to abstain on any particular resolution. However, it should be noted that a "withheld" vote 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.
5. Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company as at 6.30pm on 22 January 2019. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
6. Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual. Shareholders wishing to vote online should visit [www.sharevote.co.uk](http://www.sharevote.co.uk) and follow the instructions.
7. The completion and return of this form will not preclude a member from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
8. The form of proxy must arrive at Equiniti, Aspect House, Spencer Road, Lancing BN99 6DA, during usual business hours accompanied by any power of attorney under which it is executed (if applicable) no later than 2.00pm on Tuesday, 22 January 2019.
9. If you prefer, you may return the form of proxy to the Registrars in an envelope addressed to FREEPOST RTHJ-CLLL-KBKU, Equiniti, Aspect House, Spencer Road, Lancing BN99 8LU.



Freepost RTHJ-CLLL-KBKU  
Equiniti  
Aspect House  
Spencer Road  
LANCING  
BN99 8LU