

# Form of proxy

Countryside Properties PLC – 2021 Annual General Meeting

The 2021 Annual General Meeting will be held at 12.00 noon on Friday, 5 February 2021 at Suffolk House, 154 High Street, Sevenoaks, Kent TN13 1XE.

The Chairman's Letter to Shareholders in the Notice of Annual General Meeting contains important information about our Annual General Meeting and the format in light of COVID-19.

Due to the current restrictions, the Annual General Meeting will be a closed meeting and shareholders should not attend the AGM in person.

We strongly encourage you to appoint the Chairman of the meeting as your proxy and return your completed Form of Proxy either by post or online using the share vote 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 2020 Annual Report and Notice of the 2021 Annual General Meeting online at <https://investors.countrysideproperties.com>

# Form of proxy

Countryside Properties PLC – 2021 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)

Name of proxy

Number of shares proxy appointed over

Task ID:

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 12.00 noon on Friday, 5 February 2021 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 2020 (ordinary resolution).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 To re-appoint PricewaterhouseCoopers LLP as Auditor of the Company (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 authorise the Audit Committee to determine the Auditor's remuneration (ordinary resolution).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To re-elect David Howell as a Director (ordinary resolution).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12 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"/>
4 To re-elect Iain McPherson as a Director (ordinary resolution).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13 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"/>
5 To re-elect Mike Scott as a Director (ordinary resolution).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14 To authorise the Company to make market purchases of its own ordinary shares (special resolution).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 To re-elect Douglas Hurt as a Director (ordinary resolution).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15 To authorise the Company to make political donations (ordinary resolution).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 To re-elect Amanda Burton as a Director (ordinary resolution).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16 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"/>
8 To re-elect Baroness Sally Morgan as a Director (ordinary resolution).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
9 To re-elect Simon Townsend 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 This Proxy Form must be lodged with the Registrars, Equiniti, Aspect House, Spencer Road, Lancing BN99 6DA, no later than 12.00 noon on Wednesday, 3 February 2021.
- 2 This is not a summary of the matters covered in the 2021 Notice of Annual General Meeting (Notice) and should not be regarded as a substitute for reading the Notice. You should read the Notice in conjunction with this Proxy Form before taking any decisions in relation to the business to be considered at the AGM.
- 3 You can submit your proxy online by accessing our Registrar's website at [www.sharevote.co.uk](http://www.sharevote.co.uk) and registering your intention to vote in this way. For details on appointing a proxy using the CREST voting facility by CREST participants, please see the Explanatory Notes to the Notice.
- 4 In the case of joint holders, the signature of any one holder will suffice. If multiple instructions are received, the vote of the senior holder who tenders a vote will be accepted to the exclusion of the vote of the other joint holders, seniority being determined by the order in which the names stand in the Register of Members.
- 5 A corporation should execute this Proxy Form under its common seal or in accordance with Section 44 of the Companies Act 2006 or signed on its behalf by a duly authorised officer or attorney.
- 6 To appoint more than one proxy, you should photocopy this form. Please indicate, next to the proxy holder's name, the number of shares in relation to which the proxy is authorised to act as your proxy. Please also indicate, by ticking the box provided, if the proxy appointment is one of multiple appointments made. All forms should be signed and returned in the same envelope. A proxy need not be a shareholder of the Company.
- 7 Any alterations to this form should be initialled.
- 8 Your proxy may vote as he or she chooses on any resolution for which you do not give an instruction and on any amended resolutions or other procedural issues that might arise at the meeting.
- 9 The vote 'Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a vote 'Withheld' is not a vote in law and will not be counted in the calculation of the proportions of votes 'For' and 'Against' a resolution.
- 10 The appointment of a proxy does not prevent shareholders from attending the meeting in person and voting. Please refer to the Chairman's Letter to Shareholders for more information on the AGM arrangements this year in light of COVID-19.
- 11 This form is issued only to the addressee(s) and is specific to the class of security and the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; (ii) classes of security; or (iii) uniquely designated accounts. The issuer and Equiniti accept no liability for any instruction that does not comply with these conditions.
- 12 This form should not be used for any comments, changes of address or other notifications or enquiries.



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