

## Notes

1. A member is entitled to appoint another person, who need not be a member of the company, as his/her proxy to exercise all or any of his/her rights to attend, speak and vote on his/her behalf at the meeting. If you wish to appoint as a proxy a person other than the chairman of the meeting, please strike out "the chairman of the meeting", initial the alteration and insert the name of your chosen proxy in block capitals in the space provided. If the proxy is being appointed in relation to less than your full voting entitlement, please enter, next to the proxy's name, 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. A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him/her. To appoint more than one proxy you may photocopy this form of proxy. 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.
2. To be valid this proxy must be deposited at the head office of the company at least 48 hours before the time appointed for holding the meeting or adjourned meeting (as the case may be).
3. A member should indicate by putting an X in one of the columns For, Against and Withheld how he/she wishes to vote in respect of the resolutions set out in the notice of this meeting. If no indication is put in any of the columns headed For, Against and Withheld, the proxy can vote as he/she thinks fit or can decide not to vote at all. The proxy can also do this in relation to any other business arising at the meeting (including any resolution to amend a resolution or to adjourn the meeting).
4. The column headed Withheld 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 proportion of votes cast For or Against a resolution.
5. To be valid this form must be signed by the member or his/her attorney duly authorised in writing. Where the member is a corporation, this form should be signed on its behalf by an attorney or duly authorised officer or executed as a deed. In the case of joint holders, the vote of the senior shareholder who tenders a vote whether in person or by proxy, will be accepted to the exclusion of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the relevant joint holding.
6. If you return more than one proxy appointment in respect of the same shares, those received last before the latest time for receipt of proxies will take precedence.
7. A proxy may be appointed by the form of proxy provided, or by electronic communication. CREST members who wish to appoint a proxy electronically through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST manual. The electronic communication appointing a proxy must, in order to be valid, be transmitted so as to be received by the company no later than 48 hours before the time appointed for holding the meeting or adjourned meeting (as the case may be). The appointment of a proxy will not prevent a member attending the meeting and voting in person if he/she wishes to do so.
8. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast at the meeting will be determined by reference to the register of members of the company as it stands 48 hours before the time appointed for holding the meeting or adjourned meeting (as the case may be). Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
9. Shareholders who hold shares through CREST and who wish to appoint a proxy or proxies by using the CREST electronic proxy appointment service may do so by using the procedures set out in the CREST manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST manual. The message, regardless of whether it relates to the appointment of a proxy or to an amendment of the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received at the head office of the company at least 48 hours before the time appointed for holding the meeting or adjourned meeting (as the case may be). 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 Applications Host) from which the company 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. CREST members and, where applicable, their CREST sponsors or voting service provider(s), should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a personal member or sponsored member or has appointed a voting service provider(s) to procure that his/her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings. The company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

# The Cardiff Property plc

## FORM OF PROXY

I/We being (an) ordinary shareholder(s) of **The Cardiff Property plc** hereby appoint the chairman of the meeting or \_\_\_\_\_ (see note 1 opposite) as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting to be held on 16 January 2020 and at any adjournment thereof, as indicated below:

Resolutions	For	Against	Withheld
1. To receive the reports of the directors and auditor and the financial statements for the year ended 30 September 2019.			
2. To approve the remuneration report for the year ended 30 September 2019 including the remuneration policy.			
3. To declare a dividend to be paid on 14 February 2020.			
4. To re-elect Karen L Chandler as a director:			
5. To re-appoint Crowe U.K. LLP as auditor of the company and to authorise the directors to determine its remuneration.			
6. To authorise the directors to allot and issue shares pursuant to section 551 of the Companies Act 2006.			
7. To authorise the allotment of equity securities for cash pursuant to section 570 and section 573 of the Companies Act 2006.			
8. To authorise the company to make market purchases of its own shares.			

Signed ..... Date .....

Name(s) .....

PLEASE DETACH FORM OF PROXY BEFORE POSTING IT

Business Reply Plus  
Licence Number  
RTSS-XTJA-SEYZ



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The Secretary  
The Cardiff Property plc  
56 Station Road  
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