

Attendance card

Countryside Properties PLC – Annual General Meeting

You may submit your proxy electronically using the Share Portal service at <https://shares.countryside-properties.com>. If you are not already registered for the Share Portal, you will need your Investor Code below.

Signature of person attending

Barcode:

Investor code:

To be held 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

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

Barcode:

Name of proxy

Number of shares proxy appointed over

Investor code:

Event code:

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 2.30pm on Thursday, 26 January 2017 and at any adjournment thereof. I have indicated with a 'x' how I/we wish my/our votes to be cast on the following resolutions:

If you wish to appoint multiple proxies please see note 1 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 2016 (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"/>
2 To declare a final dividend of 3.4 pence per ordinary share for the year ended 30 September 2016 (ordinary resolution).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12 To authorise the Directors to determine the Auditor's remuneration (ordinary resolution).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To elect David Howell as a Director (ordinary resolution).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13 To approve the Directors' Remuneration Policy (ordinary resolution).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To elect Ian Sutcliffe as a Director (ordinary resolution).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14 To approve the Directors' Remuneration Report (ordinary resolution).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To elect Rebecca Worthington as a Director (ordinary resolution).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15 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"/>
6 To elect Federico Canciani as a Director (ordinary resolution).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16 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"/>
7 To elect James Van Steenkiste as a Director (ordinary resolution).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17 To authorise the Company to make market purchases of its own ordinary shares (special resolution).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 To elect Amanda Burton as a Director (ordinary resolution).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18 To authorise the Company to make political donations (ordinary resolution).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 To elect Baroness Sally Morgan as a Director (ordinary resolution).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19 That a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice (special resolution).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 To elect Richard Adam as a Director (ordinary resolution).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

Signature

Date

You may submit your proxy electronically at <https://shares.countryside-properties.com>.

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 proxy form 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 close of business 48 hours before the time fixed for the meeting. 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 <https://shares.countryside-properties.com> 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 Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, BR3 4TU during usual business hours accompanied by any power of attorney under which it is executed (if applicable) no later than 2.30pm on Tuesday, 24 January 2017.
9. If you prefer, you may return the proxy form to the Registrars in an envelope addressed to FREEPOST CAPITA PXS (please note that delivery may take up to five working days using this service).

Business Reply Plus
Licence Number
RLUB-TBUX-EGUC



PXS 1
34 Beckenham Road
BECKENHAM
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