



The Court Meeting of St. Modwen Properties PLC will be held at 12:00 p.m. (London time) on 21 July 2021 at The Queen Elizabeth II Centre, Broad Sanctuary, Westminster, London SW1P 3EE.

Whilst St. Modwen anticipates that attendance in person will be legally permissible, **Scheme Shareholders are strongly encouraged not to attend the Court Meeting in person, and are instead encouraged to attend the Court Meeting remotely via the Virtual Meeting Platform and to transmit a proxy appointment and voting instruction in advance of the Court Meeting.**

If you plan to attend the Court Meeting via the Virtual Meeting Platform, you will require the details set out below. Further information on how to attend and participate in the Court Meeting via the Virtual Meeting Platform is set out in Note 3 of the Form of Proxy and in the Virtual Meeting Guide.

Meeting ID: **186-391-785**

SRN:

PIN:

You are encouraged to complete and return the Form of Proxy that accompanies this Attendance Card even if you plan to attend the Court Meeting. Doing so will not prevent you from attending, voting or speaking in person at such meeting, but will ensure that your vote is counted if you are unable to attend.

If you plan to attend the Court Meeting in person, please sign this Attendance Card and bring this with you, as you will need it to attend the Court Meeting. You will receive a poll card at the Court Meeting after registering at the registration desk. You are advised to arrive at least 15 minutes prior to the start of the Court Meeting to allow time for registration.

Signature of person attending:

Any changes to these arrangements will be communicated to Scheme Shareholders in advance of the Court Meeting, via the Company's website (www.stmodwen.co.uk/investors) and by an announcement through a Regulatory Information Service.

COURT MEETING FORM OF PROXY

Voting ID:

Task ID:

Shareholder Reference Number

By an order dated 18 June 2021 made in the matter of St. Modwen Properties PLC (the "Company"), the Court has granted permission for a meeting of the Scheme Shareholders (as defined in the scheme document of the Company dated 24 June 2021 (the "Scheme Document")) to be convened for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement pursuant to Part 26 of the Companies Act 2006 (the "Scheme") between the Company and the Scheme Shareholders (as defined in the Scheme Document), such court meeting to be held at 12:00 p.m. (London time) on 21 July 2021 at The Queen Elizabeth II Centre, Broad Sanctuary, Westminster, London SW1P 3EE (the "Court Meeting").

Please read the Notes on the reverse before completing this Form of Proxy in black ink.

I/We hereby appoint the Chair of the Court Meeting; or

[NB: Leave 'name of proxy' box blank to appoint the Chair as your proxy. You are strongly advised to appoint the Chair as your proxy. Do not insert your own name. Leave 'number of shares proxy appointed over' box blank to vote all of your shares.]

Name of proxy

Number of shares proxy appointed over

to be my/our proxy to exercise all or any of my/our rights to vote on my/our behalf at the Court Meeting of St. Modwen, to be held at 12:00 p.m. on 21 July 2021 at The Queen Elizabeth II Centre, Broad Sanctuary, Westminster, London SW1P 3EE and at any adjournment thereof. I/We appoint my/our proxy to vote in the manner indicated below (see Note 4).

Please indicate here with an 'X' if this Form of Proxy is one of multiple instructions being given (see Note 7).

If you wish to vote for the Scheme, sign in the box marked 'FOR', or if you wish to vote against the Scheme, sign in the box marked 'AGAINST'.

PLEASE SIGN IN ONLY ONE OF THE BOXES BELOW. THIS FORM MUST BE SIGNED IN ORDER TO BE VALID. IF YOU SIGN MORE THAN ONE BOX THIS FORM WILL BE INVALID (see Notes 12 and 14).

FOR the said Scheme

AGAINST the said Scheme

Date

Please return this Form of Proxy to Equiniti Limited ("Equiniti") by post or email (see Notes 6 and 17). Alternatively, you can submit your proxy online (see Note 11) or through CREST using the CREST electronic proxy appointment service (see Notes 8 and 9). It is requested that this Form of Proxy is received by Equiniti no later than 12:00 p.m. on 19 July 2021. However, if not so lodged, this Form of Proxy may be emailed to ProxyVotes@equiniti.com any time up until the commencement of the Court Meeting.

Please sign and return this Form of Proxy whether or not you plan to attend or participate in the Court Meeting, either in person or remotely via the Virtual Meeting Platform.

Notes to Form of Proxy

1. Terms defined in the St. Modwen scheme circular dated 24 June 2021 (the “**Scheme Document**”) shall apply equally in this Form of Proxy, unless the context otherwise requires. Full details of the resolution to be proposed at the Court Meeting, together with explanatory notes, are set out in the Notice of Court Meeting (Part XI of the Scheme Document). Before completing this Form of Proxy, please also read the sections entitled “Action to be Taken” set out on the opening pages to the Scheme Document. You can access the Scheme Document at www.stmodwen.co.uk/investors.
2. The Court has appointed Danuta Gray, or failing her, Sarwjit Sambhi or, failing him, any other director of the Company or its Company Secretary (each with a business address of Park Point, 17 High Street, Longbridge, Birmingham, B31 2UQ) to act as Chair of the Court Meeting and has directed the Chair to report the result thereof to the Court. At the time of publication of this document, it is anticipated that Scheme Shareholders and other attendees will be permitted to attend the Court Meeting in person. In addition to attending in person, Scheme Shareholders will be given the opportunity to attend, submit questions and/or any objections and vote at the Court Meeting via a virtual meeting platform provided by Lumi AGM UK Limited (“Lumi”) (the “**Virtual Meeting Platform**”), further details of which are set out in Note 3 below and on the opening pages to of the Scheme Document. Scheme Shareholders may also submit questions and/or objections in advance of the Meetings by email to co-sec@stmodwen.co.uk. Emails must be received no less than 48 hours before the start of the Court Meeting.
3. You can access the Court Meeting remotely via the Virtual Meeting Platform by accessing <https://web.lumiagm.com> from your web browser. You will be asked to enter the Lumi Meeting ID which is 186-391-785. You will then be prompted to enter your unique Shareholder Reference Number (“**SRN**”) and PIN. Your SRN can be found on your Attendance Card and your PIN is the first and last two digits of your SRN. Access to the Court Meeting via the website will be available from 11:45 a.m. on 21 July 2021. Please note however that your ability to vote will not be enabled until the Chair formally declares the poll open. If you are unable to access your SRN and PIN, please call Equiniti between 8.30 a.m. and 5.30 p.m. Monday to Friday (except on English and Welsh public holidays) via their helpline on 0333 207 6530 from the UK and +44 333 207 6530 if calling from outside the UK. Calls from outside the UK will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones. Please note that calls may be monitored or recorded, and Equiniti cannot provide advice on the merits of the Scheme or give any financial, legal or tax advice.
4. Every Scheme Shareholder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his or her proxy to exercise all or any of his or her rights to attend, submit questions and, on a poll, to vote (including, in each case, remotely, via the Virtual Meeting Platform) on their behalf at the Court Meeting. Scheme Shareholders are strongly encouraged to submit proxy appointments and instructions for the Court Meeting as soon as possible, using any of the methods (by post, email, online or electronically through CREST) set out below. Scheme Shareholders are also strongly encouraged to appoint “the Chair of the Court Meeting” as their proxy. If any other person is appointed as proxy, at the time of publication of this document it is anticipated that he or she will be permitted to attend the Court Meeting in person (subject to UK Government measures or guidance) or remotely via the Virtual Meeting Platform. If you appoint a person other than the Chair as your proxy and wish for them to attend and participate in the Court Meeting remotely via the Virtual Meeting Platform on your behalf, please submit your proxy appointment in the usual way and then contact Equiniti via their helpline as set out in Note 3 in order to obtain their SRN and PIN (which you can then pass on to your duly appointed proxy). This should be done as soon as possible and at least 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the Court Meeting. If you wish to appoint a person other than the Chair, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder’s name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Unless otherwise instructed, a person appointed as proxy will exercise his or her discretion as to any business other than the resolution to approve the Scheme (including amendments to the Scheme and any procedural business, including any resolution to adjourn) which may come before the Court Meeting.
5. Entitlement to attend (either in person or remotely via the Virtual Meeting Platform) and vote (either in person, remotely via the Virtual Meeting Platform, or by proxy) at the Court Meeting or any adjournment thereof and the number of votes which may be cast at the Court Meeting will be determined by reference to the register of members of St. Modwen at 6:30 p.m. (London time) on 19 July 2021 or, if the Court Meeting is adjourned, 6:30 p.m. (London time) on the date which is two Business Days before the date fixed for the adjourned meeting. Changes to the register of members after the relevant time shall be disregarded in determining the rights of any person to attend (including remotely, via the Virtual Meeting Platform) and vote (including remotely, via the Virtual Meeting Platform, or by proxy) at the Court Meeting.
6. It is requested that this Form of Proxy (together with any power of attorney or other authority, if any, under which it is signed, or a duly certified copy thereof) be returned to St. Modwen’s Registrar, Equiniti, either (i) by post to ‘Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA’; or (ii) by emailing a scanned copy to ProxyVotes@equiniti.com, so as to be received as soon as possible and in any event not later than 12:00 p.m. on 19 July 2021 (or, in the case of an adjournment of the Court Meeting, 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time appointed for the adjourned meeting). However, if not so lodged, this Form of Proxy may be emailed to ProxyVotes@equiniti.com any time up until the commencement of the Court Meeting.
7. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar helpline using the details set out in Note 17 below or you may photocopy this Form of Proxy. Please indicate in the box next to the proxy holder’s name (see reverse) the number of Scheme Shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided 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.
8. Scheme Shareholders who hold their shares in uncertificated form through CREST who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (which can be viewed at www.euroclear.com).
9. 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 the specifications of Euroclear and must contain the information required for such instructions as described in the CREST Manual. The message (regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by Equiniti (ID: RA19) not later than 12:00 p.m. (London time) on 19 July 2021 or, in the case of an adjournment of the Court Meeting, not later than 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time appointed for the adjourned meeting. 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 Equiniti are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. If the CREST proxy appointment or instruction is not received by this time, this Form of Proxy may be emailed to ProxyVotes@equiniti.com any time up until the commencement of the Court Meeting or any adjournment thereof.
10. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear 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 CREST personal member or sponsored member or has appointed any 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. For further information on the logistics of submitting messages in CREST, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. St. Modwen may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the CREST Regulations.
11. As an alternative to completing and returning this Form of Proxy, proxies may be appointed online by logging on to the following website: www.sharevote.co.uk and following the instructions therein. If you have not previously registered for electronic communications you will first be asked to register as a new user, for which you will require your SRN which can be found on your share certificate. For an online proxy appointment to be valid, the appointment must be received by Equiniti not later than 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time fixed for the Court Meeting or any adjournment thereof. Full details of the procedure to be followed to appoint a proxy online are given on the website.
12. Any alterations made to this Form of Proxy should be initialled.
13. The completion and return of this Form of Proxy (or transmission of a proxy appointment or voting instruction online, electronically through CREST by post or by email or by any other procedure described in the Scheme Document) will not prevent you from attending, submitting questions and/or any objections and voting at the Court Meeting, including in each case via the Virtual Meeting Platform, if you are entitled to and wish to do so.
14. In the case of joint holders of Scheme Shares, the vote of the senior who tenders a vote, whether remotely or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s). For this purpose, seniority will be determined by the order in which the names stand in the register of members of St. Modwen in respect of the joint holding.
15. As an alternative to appointing a proxy, any holder of Scheme Shares which is a corporation may appoint one or more corporate representatives who may exercise on its behalf all its powers as a member, provided that if two or more corporate representatives purport to vote in respect of the same shares, if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way, and in other cases the power is treated as not exercised.
16. You may not use any electronic address provided either in the Notice of Court Meeting in Part XI of the Scheme Document or in any related documents (including this Form of Proxy) to communicate with St. Modwen for any reason other than those expressly stated.
17. If you have any questions about the Scheme Document or the Court Meeting, or are in any doubt as to how to complete this Form of Proxy or to submit your proxies online, please call Equiniti between 8.30 a.m. and 5.30 p.m. Monday to Friday (except on English and Welsh public holidays) via their helpline on 0333 207 6530 from the UK and +44 333 207 6530 if calling from outside the UK. Calls from outside the UK will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones. Please note that calls may be monitored or recorded and Equiniti cannot provide advice on the merits of the Scheme or give any financial, legal or tax advice.