



**INTU PROPERTIES PLC
ANNUAL GENERAL MEETING**

**Notice of availability
AGM Important Information**
You can now access the Notice of
2020 AGM at www.intugroup.co.uk

You may submit your proxy electronically using the Link Share Portal service at www.signalshares.com – if not already registered for the Link Share Portal, you will need your Investor Code.

The AGM is to be held at 40 Broadway, London SW1H 0BT, United Kingdom on Monday 1 June 2020 at 2.30pm (London time).

In light of the impact of the “Stay At Home” rules on the arrangements for the annual general meeting (“AGM”) as described in the Notice of 2020 AGM, the Board strongly encourages shareholders to appoint the chairman of the AGM as their proxy, rather than any other named person, to exercise their right to vote at the AGM in accordance with their instructions. The Board also encourages shareholders to submit their voting instructions electronically. Please refer to the guidance set out in note 6 for how to return your proxy.

Shareholders should note that no persons other than those required to form a legal quorum will be permitted entry to the AGM in breach of the “Stay At Home” rules.

See overleaf for notes on completion and submission of the form of proxy.

**INTU PROPERTIES PLC
ANNUAL GENERAL MEETING**

FORM OF PROXY

I/We being a member/members of the Company hereby appoint the Chairman of the meeting as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement on my/our behalf at the AGM of the Company to be held at 40 Broadway, London SW1H 0BT, United Kingdom on Monday 1 June 2020 at 2.30pm (London time) and at any adjournment thereof. Please indicate with an ‘X’ in the space below how you wish your vote to be cast. Please refer to the guidance set out in note 2.

Bar Code:

 Shares

Event Code:

RESOLUTIONS

Please mark ‘X’ to indicate how you wish to vote

Ordinary Business

Ordinary Resolutions

1. To receive the Company’s accounts, the strategic report and the reports of the Directors and the Auditor for the year ended 31 December 2019.
2. To re-elect John Strachan as a Director (Chairman).
3. To re-elect John Whittaker as a Director (Deputy Chairman).
4. To re-elect Matthew Roberts as a Director (Chief Executive).
5. To elect Robert Allen as a Director (Chief Financial Officer).
6. To re-elect Ian Burke as a Director (Non-Executive).
7. To elect Steve Barber as a Director (Non-Executive).
8. To elect Cheryl Millington as a Director (Non-Executive).
9. To elect David Hargrave as a Director (Non-Executive).
10. To re-appoint Deloitte LLP as Auditor.
11. To authorise the Audit Committee of the Board to determine the remuneration of the Auditor.

For
Against
Vote
Withheld

Special Business

12. THAT the Directors’ remuneration report (excluding the Directors’ remuneration policy) for the year ended 31 December 2019 be approved (ordinary resolution).
13. THAT the Directors’ remuneration policy set out in the Directors’ remuneration report for the year ended 31 December 2019 be approved (ordinary resolution).
14. THAT consent be given to the Directors from the date of the Company’s next audited consolidated balance sheet to exercise all powers of the Company as though the borrowing limit under the Articles of Association does not apply, such consent to remain effective until the conclusion of the Company’s Annual General Meeting in 2021 (ordinary resolution).
15. THAT a general meeting other than an Annual General Meeting may be called on not less than 14 clear days’ notice (special resolution).

For
Against
Vote
Withheld

I/We would like my/our proxy to vote on the resolutions proposed at the meeting as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

You may alternatively submit your proxy vote electronically at www.signalshares.com.

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (for example director, secretary).

Notes on the completion of the form of proxy

1. A member entitled to vote is entitled to appoint one or more proxies to vote instead of him or her. A proxy need not be a member of the Company but must attend the meeting to represent you. As no persons other than those required to form a legal quorum will be permitted entry to the AGM in breach of the "Stay at Home" rules, the Board strongly encourages shareholders to appoint the chairman of the AGM, rather than any other person. If you appoint more than one proxy, each proxy must be appointed to exercise the right attached to a different share or shares held by you, although such proxies may be the same person.
2. Please indicate with an 'X' in the appropriate boxes how you wish the proxy to vote. The proxy will exercise his or her discretion as to how he or she votes or whether he or she abstains from voting:
 - 2.1 on any resolution referred to overleaf if no instruction is given in respect of that resolution; and
 - 2.2 on any business or resolution considered at the meeting other than the resolutions referred to overleaf. The vote withheld option is provided to enable you to instruct your proxy not to vote on the resolution. However, it should be noted that a vote withheld in this way is not a 'vote' in law and will not be counted in the calculation of the proportion of votes 'For' and 'Against' the resolution.

To appoint more than one proxy, photocopy this form and complete a separate proxy form for each proxy to be appointed. Please indicate in the box next to the proxy holder's name (see overleaf) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned together in the same envelope.
3. If the member is a corporation, this form must be executed under its common seal or under the hand of an attorney or a duly authorised officer of the corporation.
4. In the case of joint holders the signature of one will be sufficient but the names of all the joint holders should be stated. If more than one joint holder is present at the meeting either personally or by proxy the vote of the joint holder whose name stands first in the register of members shall be counted.

5. To be valid the instrument appointing a proxy (and where it is signed on behalf of the appointor by an attorney, the letter or power of attorney, or a duly certified copy thereof) must (failing previous registration with the Company) be delivered by 2.30pm (London time) on Thursday 28 May 2020 or, in the case of an adjourned meeting, at least 48 hours before the time appointed for holding the adjourned meeting at which the person named in the instrument proposes to vote or (in the case of a poll taken otherwise at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used.
6. Shareholders are strongly encouraged to submit their voting instructions electronically in light of the impact of the "Stay At Home" rules on arrangements for the AGM. Shareholders registered on the UK section of the register should return the form of proxy by one of the following methods:
 - electronically through the UK registrar's website: www.signalshares.com; or
 - in hard copy form by post, courier or by hand to Link Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4TU; or
 - in the case of CREST members, by utilising the procedures set out in the note to the Notice of AGM issued by the Company on 7 May 2020 under the heading 'FOR CREST MEMBERS ONLY' which sets out the requirements for the submission of a proxy appointment via CREST.
7. Entitlement to 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 at Close of Business (London time) on the day which is two days before the day of the meeting, or if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting (as the case may be). Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to vote at the meeting.
8. Unless the context requires otherwise, capitalised terms used in this form of proxy have the meaning ascribed to them in the Notice of AGM issued by the Company on 7 May 2020.