



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

Shareholders should not attempt to return a proxy form in hard copy, given the current postal disruption in South Africa. Instead, you should submit your proxy electronically by email to meetfax@linkmarketservices.co.za if you are a certificated or 'own name' dematerialised shareholder. If you are a certificated shareholder, you may alternatively give your voting instructions electronically via the registrar's website at intuagm.linkmarketservices.co. If you are a dematerialised shareholder registered as a beneficial holder under a Nominee, please submit your voting instruction directly to your stockbroker.

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 5 below 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 Annual General Meeting of the Company to be held at 40 Broadway, London SW1H 0BT, United Kingdom on Monday 1 June 2020 at 2.30p.m. (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

- 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.
- To re-elect John Strachan as a Director (Chairman).
- To re-elect John Whittaker as a Director (Deputy Chairman).
- To re-elect Matthew Roberts as a Director (Chief Executive).
- To elect Robert Allen as a Director (Chief Financial Officer).
- To re-elect Ian Burke as a Director (Non-Executive).
- To elect Steve Barber as a Director (Non-Executive).
- To elect Cheryl Millington as a Director (Non-Executive).
- To elect David Hargrave as a Director (Non-Executive).
- To re-appoint Deloitte LLP as Auditor.
- To authorise the Audit Committee of the Board to determine the remuneration of the Auditor.

For
Against
Vote
Withheld

Special Business

- THAT the Directors' remuneration report (excluding the Directors' remuneration policy) for the year ended 31 December 2019 be approved (ordinary resolution).
- THAT the Directors' remuneration policy set out in the Directors' remuneration report for the year ended 31 December 2019 be approved (ordinary resolution).
- 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).
- 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 should submit your proxy electronically by email to meetfax@linkmarketservices.co.za if you are a certificated or own name dematerialised shareholder. If you are a certificated shareholder, you may alternatively give your voting instructions electronically via the registrar's website at intuagm.linkmarketservices.co. If you are a dematerialised shareholder registered as a beneficial holder under a Nominee, please submit your voting instruction directly to your stockbroker. Shareholders should not attempt to return a proxy form in hard copy, given the current postal disruption in South Africa.

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, 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. Shareholders are strongly encouraged to give their voting instructions electronically in light of the impact of the "Stay At Home" rules on arrangements for the AGM and postal disruption in South Africa. Shareholders registered on the South Africa section of the register should return the form of proxy by one of the following methods:
 - in the case of shareholders who hold their shares in certificated form, electronically via the registrar's website at intuagm.linkmarketservices.co

- or, alternatively, by emailing a scan or photograph of their completed proxy to meetfax@linkmarketservices.co.za or sending an email quoting their Shareholder Reference Number and indicating clearly how they intend to vote on each resolution to meetfax@linkmarketservices.co.za. Such shareholders should not attempt to return a proxy form in hard copy;
- shareholders holding their shares through a CSDP or broker must advise their CSDP or broker if they wish to send a proxy to represent them at the AGM and their CSDP or broker will issue them with the necessary letter of representation to be represented at the AGM. If they wish to cast their votes, they should provide their CSDP or broker with their voting instructions. In the absence of such instructions, their CSDP or broker will be obliged to vote in accordance with the instructions contained in the custody agreement mandate between them and their CSDP or broker;
 - in the case of shareholders who have dematerialised their shares and are registered as 'own name' dematerialised shareholders, by emailing a scan or photograph of their completed proxy to meetfax@linkmarketservices.co.za or sending an email quoting their Shareholder Reference Number and indicating clearly how they intend to vote on each resolution to meetfax@linkmarketservices.co.za. Such shareholders should not attempt to return a proxy form in hard copy.
- in each case so as to be received no later than 2.30p.m. (London time) on Thursday 28 May 2020 unless the shares are held in the Strate system via a CSDP or broker, in which case the proxy voting instruction is to be provided to the CSDP or broker (as applicable). Earlier lodgement dates will apply; please contact your CSDP or broker for submission deadlines.
6. Should shareholders have any questions on how to access their Shareholder Reference Number, please contact the Company's South African Registrars at info@linkmarketservices.co.za.
 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.