



Crest Nicholson Holdings plc

2020 Annual General Meeting Form of Proxy

The Annual General Meeting of Crest Nicholson Holdings plc (the 'Company') is to be held at 10.30 a.m. on Tuesday 24 March 2020, at Brooklands Hotel, Brooklands Drive, Weybridge, Surrey KT13 0SL. Please read the Notice of the 2020 Annual General Meeting and accompanying commentary and notes dispatched to shareholders with this document.

Signature of person attending

Barcode:

Crest Nicholson Holdings plc

2020 Annual General Meeting

Form of Proxy

I/We (name in full): _____

of (address on share register): _____

being (a) member(s) of the above named Company, hereby appoint the Chairman of the meeting (delete if not applicable);

or (insert full name) _____

as my/our proxies to vote as directed below in a poll at the Annual General Meeting of Crest Nicholson Holdings plc to be held at 10.30 a.m. Tuesday 24 March 2020, at Brooklands Hotel, Brooklands Drive, Weybridge, Surrey KT13 0SL and at any adjournment thereto.

Please tick here if this proxy appointment is one of multiple appointments being made:

Signature: _____ Date: _____

RESOLUTIONS	For	Against	Vote withheld
1. To receive and adopt the annual accounts and the report			
2. To declare a final dividend			
3. Election of Iain Ferguson CBE as a Director			
4. Election of Peter Truscott as a Director			
5. Election of Duncan Cooper as a Director			
6. Election of Tom Nicholson as a Director			
7. Re-election of Lucinda Bell as a Director			
8. Re-election of Sharon Flood as a Director			
9. Re-election of Louise Hardy as a Director			
10. Re-election of Octavia Morley as a Director			
11. Re-appoint PricewaterhouseCoopers LLP as auditor			
12. To authorise the Audit and Risk Committee to determine the remuneration of the auditor			
13. To approve the Remuneration Policy			
14. To approve the Directors' Remuneration Report (excluding the Remuneration Policy)			
15. To authorise the allotment of shares			
16. To exclude the application of pre-emption rights to the allotment of equity securities*			
17. To authorise market purchases of the Company's shares*			
18. To allow the Company to hold general meetings (other than AGMs) at 14 days' notice*			

* Special resolution.

Directions to venue

Directions to the Crest Nicholson Holdings plc AGM to be held at Brooklands Hotel, Brooklands Drive, Weybridge, Surrey, KT13 0SL on Tuesday 24 March 2020, starting at 10.30 a.m.:

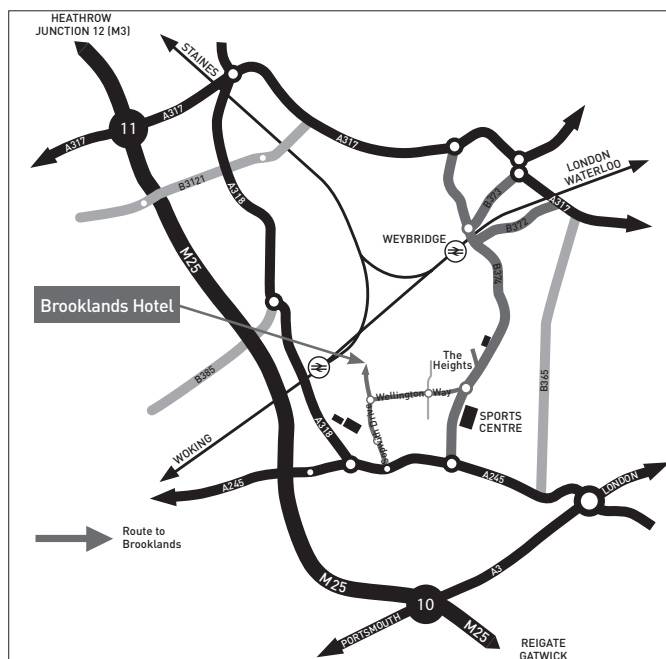
- The Brooklands Hotel is off the B374, just a few minutes from Junction 10 of the M25 and the A3 London to Portsmouth trunk road.
- Leave the A3 at the Painshill junction (A245) and follow the brown 'Brooklands Museum and Mercedes-Benz World' signs.
- The nearest railway stations are Weybridge and Byfleet & New Haw, both of which are served from London Waterloo and are each around two miles from the venue.

Please note Wellington Way road closure times during weekdays:

Open 6.30 a.m./Close 9.00 p.m.

During the closure of Wellington Way, the Brooklands Hotel site can be accessed via Sopwith Drive.

If you have any problems finding the venue, please contact the Brooklands Hotel Reception team who will be happy to help – 01932 335 700.



Map is illustrative and not to scale.

Form of Proxy

A shareholder entitled to vote at the meeting may appoint a proxy or proxies to vote in a poll instead of him/her/it. A proxy need not be a shareholder of the Company and the appointment of a proxy will not preclude the shareholder from attending and voting at the meeting. A proxy may be appointed by detaching and using the Form of Proxy overleaf. You may submit your proxy electronically using the CREST system. For the appointment to be valid, your electronic instructions or the Form of Proxy must be received by the Company's Registrars, Equiniti, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA no later than 10.30 a.m. on 20 March 2020. An authorised officer or attorney may sign the Form of Proxy on behalf of a corporation. Any of the named shareholders may sign the Form of Proxy on behalf of joint shareholders.

Voting directions

If you want your proxy to vote in a certain way or not to vote at all on any of the resolutions in the notice, mark the relevant box overleaf. If you do not mark any of the boxes relating to a particular resolution, your proxy can choose which way to vote or can decide not to vote at all; your proxy can also do this on any other proposal that is put to the meeting. If you instruct your proxy to withhold its vote, this is not a vote in law and will not be counted in the calculation of the proportion of the votes for and against the item.

Appointment

If you want to appoint a proxy other than the chairman of the meeting, write in BLOCK CAPITALS his/her full name in the space provided overleaf. If you leave the space blank, the chairman of the meeting will be appointed your proxy.

If the proxy is being appointed in relation to less than your full voting entitlement, please enter next to the proxy holder'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 (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).

To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Registrars' helpline on 0371 384 2183 or you may photocopy this form. Overseas holders should contact +44 (0)121 415 7047. Lines are open from 8.30 a.m. to 5.30 p.m. Monday to Friday. Please indicate next to the proxy holder's name 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 should be returned together in the envelope provided.

Crest Nicholson Holdings plc
Registered in England and Wales under number 06800600
Registered Office: Crest House, Pycroft Road, Chertsey, Surrey KT16 9GN.