



# Crest Nicholson Holdings plc

## 2021 Annual General Meeting Form of Proxy

The Annual General Meeting (AGM) of Crest Nicholson Holdings plc (Company) is to be held at 2.00 p.m. on Tuesday 23 March 2021, at Crest House, Pyrcroft Road, Chertsey, Surrey KT16 9GN. Please read the notice of the 2021 AGM and accompanying commentary and notes dispatched to shareholders with this document.

**In light of the COVID-19 restrictions, all shareholders are strongly encouraged and requested to appoint the Chairman of the Meeting as their proxy or representative as any other persons so appointed will not be permitted to attend the AGM.**

Voting ID

Task ID

Shareholder Reference Number (SRN)

### Crest Nicholson Holdings plc

#### 2021 Annual General Meeting Form of Proxy

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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 AGM of Crest Nicholson Holdings plc to be held at 2.00 p.m. on Tuesday 23 March 2021 at Crest House, Pyrcroft Road, Chertsey, Surrey KT16 9GN 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 reports of the auditors and the Directors			
2.	Re-election of Iain Ferguson CBE as a Director			
3.	Re-election of Peter Truscott as a Director			
4.	Re-election of Duncan Cooper as a Director			
5.	Re-election of Tom Nicholson as a Director			
6.	Re-election of Lucinda Bell as a Director			
7.	Re-election of Sharon Flood as a Director			
8.	Re-election of Louise Hardy as a Director			
9.	Re-election of Octavia Morley as a Director			
10.	Re-appoint PricewaterhouseCoopers LLP as auditor			
11.	To authorise the Audit and Risk Committee to determine the remuneration of the auditor			
12.	To approve the Directors' Remuneration Report (excluding the Remuneration Policy)			
13.	To authorise the allotment of shares			
14.	To exclude the application of pre-emption rights to the allotment of equity securities*			
15.	To authorise market purchases of the Company's shares*			
16.	To allow the Company to hold general meetings (other than AGMs) at 14 days' notice*			

\* Special resolution.

## 2021 AGM Proceedings

Due to the COVID-19 pandemic, we hope that shareholders will understand that this year's AGM will be held as a closed meeting in accordance with the rules of staying at home and guidance from the UK Government and Public Health England on social distancing. Accordingly, it will not be possible for you or other shareholders to attend the AGM in person this year. The AGM will be held with only the minimum number of attendees present as required to form a quorum under the Company's constitution and who are essential for the business of the AGM to be conducted. These attendees will be Company employees. To ensure everyone's safety no other shareholders will be permitted entry to the AGM.

Shareholders are invited to listen to the proceedings of the AGM via conference call, details are as follows:

Dial in number: +44 (0) 20 3936 2999  
Password: 675988

Shareholders are advised to allow up to 15 minutes prior to the call to access the service and register.

Despite the exceptional circumstances, engagement with our shareholders remains important to us and arrangements have been made so that shareholders can participate in the AGM by submitting questions in advance. Any specific questions on the business of the AGM and on the resolutions can be submitted ahead of the AGM by email to [info@crestnicholson.com](mailto:info@crestnicholson.com).

Responses to relevant questions submitted by 5.00 p.m. on 9 March 2021 will be provided by way of a written Q&A, grouped into themes, posted on the Company's website no later than 5.00 p.m. on 16 March 2021 to enable shareholders to have time to consider the responses to questions ahead of the proxy voting deadline on 19 March 2021. The answers to questions received after 9 March 2021 up until the conclusion of our AGM will be published on the Company's website as soon as practicable after the AGM.

We will continue to monitor the COVID-19 situation and any changes to the AGM arrangements will be communicated to shareholders before the AGM through our website [www.crestnicholson.com/investor-relations/shareholder-centre](http://www.crestnicholson.com/investor-relations/shareholder-centre) and, where appropriate, by regulatory announcement.

### Form of Proxy

As explained in the Chairman's letter, contained within the notice of the 2021 AGM, shareholders must not attend the AGM in person.

In view of the attendance arrangements for this year's AGM, shareholders must submit their proxy vote in advance of the AGM by appointing the Chairman of the Meeting as proxy, with voting instructions to ensure your vote is counted.

A registered shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy or proxies (who need not be a member of the Company) to exercise all or any of their rights to attend, speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. For this year's AGM, shareholders must not attend the AGM in person and are strongly encouraged to appoint the Chairman of the Meeting as their proxy, with voting instructions. Other named proxies will not be permitted to attend the AGM.

A proxy may be appointed by detaching and using the Form of Proxy overleaf. Alternatively, if you would prefer to appoint your proxy electronically, you may do so by logging onto the Registrars' website [www.sharevote.co.uk](http://www.sharevote.co.uk) using the Voting ID, Task ID and Shareholder Reference Number printed on your Form of Proxy.

Members who have already registered with the Registrars' online portfolio service Shareview can submit a proxy by logging into their profile at [www.shareview.co.uk](http://www.shareview.co.uk) and clicking on the link to vote.

If you are a member via CREST, 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, EQ (formerly Equiniti), at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA no later than 2.00 p.m. on Friday, 19 March 2021.

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.

Details of the resolutions to be proposed at the AGM, and explanatory notes, are set out in the Notice of AGM.

### Voting directions

If you want to vote in a certain way or withhold your vote in relation to 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

To appoint the Chairman of the Meeting as your proxy, please leave the space blank, and 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).

All forms must be signed and should be returned together in the envelope provided.

If you need any help please contact the Registrars' helpline on 0371 384 2183. 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.