



Crest Nicholson Holdings plc

2022 ANNUAL GENERAL MEETING FORM OF PROXY

The Annual General Meeting (AGM) of Crest Nicholson Holdings plc (Company) is to be held at the Group's office at Crest House, Pyrcroft Road, Chertsey, Surrey KT16 9GN at 10.00 a.m. on Tuesday 22 March 2022. Please read the notice of the 2022 AGM and accompanying commentary and notes dispatched to shareholders with this document.

Voting ID

Task ID

Shareholder Reference Number (SRN)

Crest Nicholson Holdings plc

2022 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 opposite in a poll at the AGM of Crest Nicholson Holdings plc to be held at the Group's office at Crest House, Pyrcroft Road, Chertsey, Surrey KT16 9GN at 10.00 a.m. on Tuesday 22 March 2022, 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 the annual accounts and the reports of the Directors and the auditors | | | |
| 2. To declare a final dividend | | | |
| 3. To elect David Arnold as a Director | | | |
| 4. To re-elect Iain Ferguson CBE as a Director | | | |
| 5. To re-elect Peter Truscott as a Director | | | |
| 6. To re-elect Duncan Cooper as a Director | | | |
| 7. To re-elect Tom Nicholson as a Director | | | |
| 8. To re-elect Lucinda Bell as a Director | | | |
| 9. To re-elect Louise Hardy as a Director | | | |
| 10. To re-elect Octavia Morley as a Director | | | |
| 11. To 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 Directors' Remuneration Report (excluding the Remuneration Policy) | | | |
| 14. To authorise the allotment of shares | | | |
| 15. To disapply the application of pre-emption rights* | | | |
| 16. To disapply the application of pre-emption rights for acquisitions or capital investments* | | | |
| 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.

2022 AGM DIRECTIONS

Directions to the Crest Nicholson Holdings plc AGM to be held at the Group's office at Crest House, Pycroft Road, Chertsey, Surrey KT16 9GN on Tuesday 22 March 2022, starting at 10.00 a.m.

Leaving the M25 at junction 11 take the A317 signposted Chertsey/Weybridge. At the roundabout take the first turning onto Chertsey Road, signposted A317 Chertsey.

Follow the dual carriageway passing through two sets of traffic lights. At the third set of traffic lights, bear left signposted Chertsey Town Centre (Eastworth Road).

Pass straight across a mini roundabout, you will then pass a church on your left.

Straight across the next roundabout. This leads to Pycroft Road.

Go through a set of traffic lights and almost immediately you will come to a second set of lights with Crest House on your right. To access the car park, turn right (Abbots Way) at these lights and the entrance will be on your left. Although there are dedicated visitor parking bays, on the day of the AGM please park in any available space.

The nearest railway station is Chertsey, which is a few minutes walk from Crest House.

If you have any problems finding the venue, please contact the Crest Nicholson Reception team who will be happy to help – 01932 580555.

Engagement with our shareholders remains important to us and arrangements have been made so that shareholders who do not wish to attend the AGM can participate 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.

Responses to relevant questions submitted by 5.00 p.m. on 10 March 2022 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 15 March 2022 to enable shareholders to have time to consider the responses to questions ahead of the proxy voting deadline at 10.00 a.m. on 18 March 2022. The answers to questions received after 10 March 2022 up until the conclusion of our AGM will be published on the Company's website as soon as practicable after the AGM.

While it is currently expected that there will be no restrictions on social contact or meeting format at the time of the 2022 AGM, please read the Chairman's letter within the Notice of the 2022 AGM on our arrangements for preventing the transmission of COVID-19. 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/investors/shareholder-centre and, where appropriate, by regulatory announcement. To enable us to make appropriate arrangements, if you intend to attend the AGM, please pre-register your attendance by email at info@crestnicholson.com.



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.

Alternatively, if you would prefer to appoint your proxy electronically, you may do so by logging onto the Registrar's website www.sharevote.co.uk using the Voting ID, Task ID and Shareholder Reference Number (SRN) printed on your Form of Proxy.

Members who have already registered with the Registrar's online portfolio service Shareview can submit a proxy by logging into their profile at 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 Registrar, EQ (formerly Equiniti), at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA no later than 10.00 a.m. on Friday, 18 March 2022.

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 resolution.

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 Registrar's helpline (details below). 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.

If you need any help please contact the Registrar's helpline on 0371 384 2183. Overseas holders should contact +44 (0)371 384 2183. Lines are open from 8.30 a.m. to 5.30 p.m. Monday to Friday (excluding public holidays in England and Wales).