

## Important please read carefully.

Due to the Government restrictions related to Covid-19, shareholders regrettably will not be able to attend the Annual General Meeting in person. Instead shareholders are strongly encouraged to either vote in advance electronically or submit the Form of Proxy appointing the Chairman of the Meeting as proxy.

Thank you for your understanding and co-operation in these exceptional times.

## MOUNTVIEW ESTATES P.L.C.

Form of Proxy for use at Annual General Meeting to be held at on 12 August 2020

Please read the Notice of Meeting and the accompanying explanatory notes to this Form of Proxy carefully before completing this Form of Proxy.

I/We, ..... of .....  
(BLOCK CAPITALS PLEASE)

being Member(s) of the above-named Company HEREBY APPOINT the Chairman of the Meeting or, failing him, such other person as may be appointed Chairman of the Meeting (see Note 5).

..... of .....

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 on 12 August 2020 and at any adjournment thereof in connection with the following Resolutions of which notice has been given.

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Please tick here if this Proxy appointment is one of multiple appointments being made (see Note 10).

If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of shares in relation to which they are authorised to act as your proxy in the following box:

If the box above is left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this Form of Proxy has been issued in respect of a designated account for a shareholder, the full voting entitlement of that designated account).

Please indicate how you wish your proxy to vote by clearly marking the appropriate spaces below (see Note 11). In the absence of any specific directions the proxy will abstain or vote at his/her discretion and, unless otherwise instructed, may also vote or abstain from voting as he or she thinks fit on any other business (including a motion to amend a resolution, to propose a new resolution or to adjourn the Meeting) which may properly come before the Meeting.

	For	Against	Vote Withheld
1. To receive and consider the Reports of the Directors and the Auditors and the audited Statements of Accounts of the Company for the year ended 31 March 2020.			
2. To declare a final dividend of 200 pence per share payable on 17 August 2020 to shareholders on the register on 10 July 2020.			
3. To re-elect Mrs M.M. Bray as a Director of the Company.			
4. To re-elect Mr D.M. Sinclair as a Director of the Company.			
5. To re-elect Ms M.L. Archibald (formerly Jarvis) as a Director of the Company, provided that resolution 12 is passed.			
6. To re-elect Mr A.W. Powell as a Director of the Company, provided that resolution 13 is passed.			
7. To re-elect Dr A.R. Williams as a Director of the Company.			
8. To approve the Directors' Remuneration Report (other than the part containing the Directors Remuneration Policy) in the Annual Report and Accounts for the year ended 31 March 2020.			
9. To approve the Directors Remuneration Policy set out on pages 38 to 42 of the Directors Remuneration Report which is contained in the Annual Report and Accounts for the year ended 31 March 2020, such Policy to take effect from the conclusion of the Annual General Meeting.			
10. To elect BSG Valentine (UK) LLP as auditors of the Company to hold office from the conclusion of this meeting to the conclusion of the next general meeting at which the Company's annual report and accounts are laid before the meeting.			
11. To authorise the Directors to determine the Auditors' remuneration for the ensuing year.			
12. To re-elect Ms M.L. Archibald (formerly Jarvis) as a Director of the Company, provided that resolution 5 is passed.			
13. To re-elect Mr A.W. Powell as a Director of the Company, provided that resolution 6 is passed.			

Dated ..... day of ..... 2020

Signed.....

**Notes:-**

1. This Form of Proxy must be deposited at the office of the Company's Registrars, Link Asset Services (PXS1), 34 Beckenham Road, Beckenham, Kent BR3 4ZF, not later than 48 hours before the time of the Meeting.
2. Any alteration made to this Form of Proxy should be initialled by the signatory.
3. In the case of joint holders the vote of the senior holder who tenders a vote, whether in person or by Proxy will be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names stand in the Register of Members in respect of the joint holding.
4. This Form of Proxy must be signed by the Member or his/her attorney. In the case of a corporation this form should be under the common seal or the hand of an officer or an attorney so authorised. If this Form of Proxy is executed under a power of attorney or other authority such power of attorney or authority or a certified copy of such power of attorney or authority must be deposited with this Form of Proxy in order for this Form of Proxy to be valid.
5. If it is desired to appoint as proxy any person, other than the Chairman of the Meeting, his/her name and address should be inserted in the blank space, reference to the Chairman deleted and the alteration initialled. If you sign and return this Form of Proxy with no name inserted in the blank space, the Chairman of the Meeting will be deemed to be your Proxy. Due to the current Government restrictions relating to Covid-19 and restrictions on attendance at the Meeting you are strongly encouraged to appoint the Chairman of the Meeting as your proxy to ensure your vote is recognised at the Meeting. Other named proxies will not be allowed to attend the Meeting.
6. A proxy need not be a Member of the Company, but must attend the Meeting to represent you. This year, due to the Government restrictions relating to Covid-19 and restrictions on attendance at the Meeting, you are strongly encouraged to appoint the Chairman of the Meeting as your proxy to ensure your vote is recognised at the Meeting.
7. You may also submit your voting instructions electronically via our registrar's website please go to [www.signalshares.com](http://www.signalshares.com) and enter 'Mountview Estates P.L.C. If you have not already registered for Signal Shares you will need your Investor Code which can be found on your share certificate or last dividend confirmation. Once registered you will be able to vote immediately by selecting 'Proxy Voting' from the menu. In order to be a valid proxy appointment, the member's electronic message confirming the details of the appointment completed in accordance with those instructions must be transmitted so as to be received no later than 11:30am on 10 August 2020. The proxy appointment will not be accepted if found to contain a computer virus.
8. Shares held in uncertified form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance, with the procedures set out in the CREST manual. For further information please also refer to the notes to the Notice of the Meeting.
9. The return of a Form of Proxy will not prevent a Member from attending the Meeting and voting in person if he/she wishes to do so. This year note the current restrictions on attendance at the Meeting, a Member will not be allowed entry to attend the Meeting.
10. You are entitled to appoint more than one proxy provided that each proxy is appointed to exercise rights attached to a different share or shares held by you. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, (an) additional Form(s) of Proxy may be obtained by contacting the Company's Registrars, Link Asset Services PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, or you may photocopy this form. Please indicate in the box 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 same envelope. This year, due to the Government restrictions relating to Covid-19 and restrictions on attendance at the Meeting, you are strongly encouraged to appoint the Chairman of the Meeting as your proxy to ensure your vote is recognised at the Meeting.
11. If you wish your proxy to cast all of your votes for or against a resolution you should insert an "X" in the appropriate box. If you wish your proxy to cast only certain votes for and certain votes against, insert the relevant number of shares in the appropriate box. The "Vote Withheld" option is provided to enable you to instruct your proxy to abstain from voting on a particular resolution. A "Vote Withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" or "Against" a resolution. In the absence of instructions, your proxy may vote or abstain from voting as he or she thinks fit on the specified resolutions and, unless instructed otherwise, may also vote or abstain from voting as he or she thinks fit, on any other business (including on a motion to amend a resolution, to propose a new resolution or to adjourn the Meeting) which may properly come before the Meeting.
12. If you submit more than one valid proxy appointment in respect of the same share or shares, the appointment received last before the latest time for the receipt of proxies will take precedence. If the Company is unable to determine which was received last, none of the proxy appointments in respect of that share or shares shall be valid.
13. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended) and Section 360B Companies Act 2006, entitlement to attend and 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 as at close of business on 10 August 2020, or 48 hours (excluding any day or part of any day that is not a working day) before the date of any adjourned Meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the Meeting. This year note the current restrictions on attendance at the Meeting, a Member will not be allowed entry to attend the Meeting.