

MR A SAMPLE
< DESIGNATION>
SAMPLE STREET
SAMPLE TOWN
SAMPLE CITY
SAMPLE COUNTY
AA11 1AA

CANCELLED

Additional Holders:

ADDITIONAL HOLDER 1
ADDITIONAL HOLDER 2
ADDITIONAL HOLDER 3
ADDITIONAL HOLDER 4

***NOTE - OUR AGM HAS CHANGED ***

Our AGM venue has changed and will now be held at the offices of Vistry Group PLC, 11 Tower View, Kings Hill, West Malling, Kent, ME19 4UY on 20 May 2020 at 12.00 noon.

Shareholder Reference Number

C0000000000



Please detach this portion before posting this proxy form.

Form of Proxy - Annual General Meeting to be held on 20 May 2020



Cast your Proxy online...It's fast, easy and secure!
www.investorcentre.co.uk/eproxy

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 916375
SRN: C0000000000
PIN: 1245



View the Annual Report online: www.vistrygroup.co.uk/annualreport2019

Register at www.investorcentre.co.uk - elect for electronic communications & manage your shareholding online!

To be effective, all proxy appointments must be lodged with the Company's Registrars at:
Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 18 May 2020 at 12.00 noon.

Explanatory Notes:

- Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. You can only appoint a proxy using the procedures set out in these notes. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0370 889 3236 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking 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.
- The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority shall be determined by the order in which the names of the holders stand in the Register of Members.
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 and section 360 B(2) of the 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 at close of business on the day (excluding non-working days) which is two days before the day of the 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.
- To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours (excluding non-working days) before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0370 889 3236 to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service.
- Any alterations made to this form should be initialled.
- The completion and return of this form will not preclude a member from attending the meeting and voting in person.
- You may not use any electronic address provided either in this form, the notice of meeting or in any related documents to communicate with the Company for any purposes other than those expressly stated.
- The notes to this form should be read in conjunction with the notes to the notice of meeting.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

All Named Holders

MR A SAMPLE
< Designation>
Additional Holder 1
Additional Holder 2
Additional Holder 3
Additional Holder 4



CANCELLED

Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chairman.
Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).

	*
--	---



C0000000000

+

I/We hereby appoint the Chairman of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the Annual General Meeting of Vistry Group PLC to be held at the **offices of Vistry Group PLC, 11 Tower View, Kings Hill, West Malling, Kent, ME19 4UY** on **20 May 2020 at 12.00 noon**, and at any adjourned meeting.

* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Vote

Ordinary Business

1. To receive the audited accounts of the Company for the year ended 31 December 2019 and the reports of the directors and auditors.

For Against Withheld

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

2. To approve the directors' remuneration report in the form set out in the Company's annual report and accounts for the year ended 31 December 2019 in accordance with section 439 of the Companies Act 2006.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

3. To re-appoint Ian Paul Tyler as a director of the Company.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

4. To re-appoint Margaret Christine Browne as a director of the Company.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

5. To re-appoint Ralph Graham Findlay as a director of the Company.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

6. To re-appoint Nigel Keen as a director of the Company.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

7. To re-appoint Michael John Stansfield as a director of the Company.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

8. To re-appoint Katherine Innes Ker as a director of the Company

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

9. To re-appoint Gregory Paul Fitzgerald as a director of the Company.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



Vote

For Against Withheld

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

10. To re-appoint Earl Sibley as a director of the Company.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

11. To re-appoint Graham Prothero as a director of the Company.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

12. To re-appoint PricewaterhouseCoopers LLP as auditors of the Company.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

13. To authorise the directors to determine the remuneration of the auditors.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

14. Authority to allot shares.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

Special Business

15. To adopt new Articles of Association.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

16. That a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

17. Authority to disapply pre-emption rights.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

18. Authority to purchase own shares.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

I/We instruct my/our proxy 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

DD / MM / YY

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 (e.g. director, secretary).



+

6 April 2020



Dear Shareholder

Message from the Chairman

Arrangements for the Annual General Meeting (AGM) – Coronavirus (COVID-19) update

Since the Annual Report, which contains the AGM Notice, was printed we've all been affected by the Coronavirus (COVID-19) pandemic, which is having major repercussions on people and communities across the country.

In this fast moving situation, the guidance we are receiving from the Government has changed regularly. I would like to reassure you that we remain focused on keeping our workforce and colleagues safe during this time. This concern extends to our shareholders and, as you will appreciate, one of the areas affected is this year's AGM.

The AGM has been convened to be held on Wednesday 20 May 2020. We are legally obliged to hold an AGM before 30 June 2020, so it is important that the meeting goes ahead. In light of the measures put in place by the Government, the Board has taken the decision to move the location of the AGM to the Company's Head Office at 11 Tower View, Kings Hill, West Malling, Kent ME19 4UY.

In order to ensure the health and safety of you our shareholders and our staff, we urge you to heed whatever public health guidance or restrictions are in place at the time concerning social distancing and not to attend the AGM in person this year. Anyone seeking to attend the meeting will be refused entry. We would also urge all shareholders to submit their votes by proxy via our Registrar's website at www.investorcentre.co.uk/eproxy by 12.00 noon on Monday 18 May 2020.

Your views are important to us and to ensure that engagement can continue, shareholders are invited to submit any questions to the Board by email to investor.relations@vistrygroup.co.uk or by post to the Group Company Secretary at 11 Tower View, Kings Hill, West Malling, Kent ME19 4UY. We will consider all questions received and provide a written response. We will also provide a Q&A on our website.

As you know, the current situation is evolving. Should further changes need to be put in place at short notice for our AGM this year, updates, including any changes to the proceedings of the meeting will be published on www.vistrygroup.co.uk/investors/shareholders/agm/2020



I hope you appreciate the reasons for these changes, which we are making in the best interest of our shareholders.

Thank you for your support and best wishes for the weeks ahead.

Yours sincerely



CANCELLED

Ian Tyler
Chairman

CANCELLED