

CANCELLED

Form of Proxy – General Meeting to be held on 14 July 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: 916619

SRN:

PIN:



View the Circular online: www.vistrygroup.co.uk/2020

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 10 July 2020 at 12.00 noon**

A general meeting of Vistry Group PLC (the "**Company**") for the purpose of approving the bonus issue of 4,369,992 Ordinary Shares to shareholders on the Company's register of members as at 6.00 p.m. on 27 December 2019 (the "**Bonus Issue**"), as set out in the circular dated 18 June 2020 (the "**Circular**"), will be held on 14 July 2020 at 12.00 noon at The Head Office of Vistry Group PLC, 11 Tower View, Kings Hill, West Malling, Kent, ME19 4UY (the "**General Meeting**"). In view of the restrictions introduced by the UK Government in response to COVID-19, in particular current UK Government prohibitions on public gatherings and guidance on social distancing, shareholders are asked not to attend the General Meeting in person and, in the interests of safety, any attempted entry to the General Meeting will be refused. Shareholders are requested to vote by proxy.

Explanatory Notes:

- Full details of the resolutions to be proposed at the General Meeting, together with explanatory notes, are set out in the Notice of General Meeting which is set out at the end of the Circular. Before completing this Form of Proxy please also read "Action to be taken" set out in paragraph 6 of Part I of the Circular.
- Terms defined in the Circular relating to the Bonus Issue shall apply in this Form of Proxy unless the context otherwise requires.
- 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). In view of the restrictions introduced by the UK Government in response to COVID-19, in particular current UK Government prohibitions on public gatherings and guidance on social distancing, you are strongly encouraged to appoint 'the Chairman of the Meeting' as your proxy in order for your vote to be counted at the General Meeting. Other proxies appointed will not be permitted to attend the General Meeting. Your attention is drawn to the section headed "COVID-19 and impact on the General Meeting" in the Chairman's Letter to which the Notice of Meeting is attached.
- 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. While a shareholder may appoint more than one proxy in relation to the General Meeting, given that this General Meeting is a closed meeting, shareholders are strongly encouraged to appoint 'the Chairman of the Meeting' as their proxy over all shares held to ensure all votes are able to be exercised and counted at the General Meeting.
- 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.

(continued overleaf)

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

Explanatory Notes:

7.

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.
8.

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.
9.

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.
10.

Any alterations made to this form should be initialled.
11.

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.
12.

The notes to this form should be read in conjunction with the notes to the Notice of General Meeting.

Form of Proxy

Before completing this form, please read the Notice of General Meeting at the end of the Circular and the explanatory notes regarding restricted attendance at the General Meeting. Please complete this box only if you wish to appoint a third party proxy other than the Chairman (see explanatory notes overleaf). Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).

*

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 General Meeting of VISTRY GROUP PLC to be held at **The Head Office of Vistry Group PLC, 11 Tower View, Kings Hill, West Malling, Kent, ME19 4UY** on **14 July 2020 at 12.00 noon**, and at any adjourned meeting.

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



Ordinary Business

1. To approve the Bonus Issue.

For	Against	Vote Withheld
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

2. To authorise the directors to allot the Bonus Issue Shares.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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In each case as described in the Circular and the Notice of General Meeting



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).