

Our Annual General Meeting ('AGM') will be held at the offices of Vistry Group PLC, 11 Tower View, Kings Hill, West Malling, Kent, ME19 4UY on 17 May at 12 noon.

In light of the current UK Government Covid-19 restrictions in respect of public gatherings and non-essential travel, members should not attempt to physically attend the AGM. Members are instead requested to log-in to the meeting using their unique shareholder reference and PIN, further details can be found overleaf.

**Shareholder Reference Number**

Please detach this portion before posting this proxy form.

## Form of Proxy - Annual General Meeting to be held on 17 May 2021



**Cast your Proxy online...It's fast, easy and secure!**

**[www.investorcentre.co.uk/eproxy](http://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:** 917017

**SRN:**

**PIN:**



View the Annual Report online: [www.vistrygroup.co.uk/annualreport2020](http://www.vistrygroup.co.uk/annualreport2020)

Register at [www.investorcentre.co.uk](http://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 13 May 2021 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. As third party proxies will not be allowed to physically attend the AGM, shareholders are strongly encouraged to appoint the Chairman of the AGM to act as their proxy and provide voting instructions in advance of the AGM. The appointment of any person other than the Chairman of the AGM will result in that member's votes not being cast. If, however, you still 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 a designated voting platform, any such messages must be received by the issuer's agent prior to the specified deadline within the relevant system. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the relevant designated voting platform) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent via a designated voting platform 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](http://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

# TO VIEW THE AGM WEBCAST

The webcast will be made live at 12 noon on Monday 17th May 2021, the day of the AGM. Members should note that accessing any such webcast will be for information purposes only and will not be regarded as being formally present at the meeting. No arrangements will be made for members to vote or ask questions remotely during the AGM, so members should ensure that all votes and questions are submitted in the appropriate manner in advance of the meeting.

Meeting link: [https://brrmedia.news/Vistry\\_AGM2021](https://brrmedia.news/Vistry_AGM2021)

Shareholder Reference Number:

PIN:

For further information, please refer to our website at [vistrygroup.co.uk/investors/shareholders/agm/2021](http://vistrygroup.co.uk/investors/shareholders/agm/2021) or alternatively by contacting our registrar, Computershare:

Computershare Investor Services, The Pavilions, Bridgwater Road, Bristol, United Kingdom, BS99 6ZZ.

Telephone 0370 889 3236

Lines open 8:30 am to 5:30 pm (UK time), Monday to Friday (excluding public holidays in England and Wales).

## 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).

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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 17 May 2021 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.

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



		Vote					Vote		
		For	Against	Withheld			For	Against	Withheld
<b>Ordinary Business</b>									
1.	To receive the audited accounts of the Company for the year ended 31 December 2020 and the reports of the directors and auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10.	To re-appoint Gregory Paul Fitzgerald as a director of the Company.	<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 2020.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11.	To re-appoint Earl Sibley as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	To declare the final dividend recommended by the directors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12.	To re-appoint Graham Prothero as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	To re-appoint Ian Paul Tyler as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13.	To re-appoint PricewaterhouseCoopers LLP as auditors of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	To re-appoint Margaret Christine Browne as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14.	To authorise the directors to determine the remuneration of the auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	To re-appoint Ralph Graham Findlay as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15.	Authority to allot shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	To re-appoint Nigel Keen as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Special Business</b>				
8.	To re-appoint Michael John Stansfield as a director of the Company.	<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"/>
9.	To re-appoint Katherine Innes Ker as a director of the Company.	<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).



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