



MR SAM SAMPLE
DESIGNATION (IF ANY)
MR JOINT HOLDER 1
ADD1
ADD2
ADD3
ADD4



000001

SG328

Additional Holders:

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

The Chairman of VISTRY GROUP PLC invites you to attend the Annual General Meeting ("AGM") of the Company to be held at 550 Oracle Parkway, Thames Valley Park, Reading, Berkshire, RG6 1PT on 18 May 2022 at 12.00 noon.

Shareholder Reference Number

C1234567890



Please detach this portion before posting this proxy form.

Form of Proxy - Annual General Meeting to be held on 18 May 2022



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

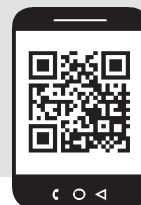
www.investorcentre.co.uk/eproxy

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: 917717

SRN: C1234567890

PIN: 1234



View the Annual Report online: www.vistrygroup.co.uk/investor-centre/annual-report

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 16 May 2022 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 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 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

Participate in our AGM electronically

As explained in the Notice of Meeting, you may participate in our AGM electronically.

1. Visit <https://web.lumiagm.com> on your smartphone, tablet or computer. You will be able to access the meeting online using most well-known internet browsers such as Chrome, Firefox and Safari (Internet Explorer is not compatible).
2. You will then need to enter the **Meeting ID Number: 105-693-078**.
3. Thereafter, please click 'I have a login' and enter your Shareholder Reference Number and PIN as detailed below:

Shareholder Reference Number: C0000000000

PIN: 1245

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).



C1234567890



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 **550 Oracle Parkway, Thames Valley Park, Reading, Berkshire, RG6 1PT** on **18 May 2022 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.



Ordinary Resolutions

	For	Against	Vote Withheld
1. To receive the audited accounts of the Company for the year ended 31 December 2021, together with the Strategic report, Directors' report and the Independent Auditors report on those accounts.	☐	☐	☐
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 2021 in accordance with section 439 of the Companies Act 2006.	☐	☐	☐
3. To approve the Directors' Remuneration Policy, in the form set out in the Company's annual report and accounts for the year ended 31 December 2021.	☐	☐	☐
4. To declare the final dividend of 40 pence per ordinary share recommended by the directors.	☐	☐	☐
5. To re-elect Ralph Graham Findlay as a director of the Company.	☐	☐	☐
6. To re-elect Margaret Christine Browne as a director of the Company.	☐	☐	☐
7. To re-elect Nigel Keen as a director of the Company.	☐	☐	☐
8. To re-elect Katherine Innes Ker as a director of the Company.	☐	☐	☐
9. To re-elect Gregory Paul Fitzgerald as a director of the Company.	☐	☐	☐
10. To re-elect Earl Sibley as a director of the Company.	☐	☐	☐

	For	Against	Vote Withheld
11. To re-elect Graham Prothero as a director of the Company.	☐	☐	☐
12. To elect Dr Ashley Caroline Steel as a director of the Company.	☐	☐	☐
13. To re-appoint PricewaterhouseCoopers LLP as auditors of the Company.	☐	☐	☐
14. To authorise the directors to determine the remuneration of the auditors.	☐	☐	☐
15. To authorise the Company to make Political Donations.	☐	☐	☐
16. To approve the adoption of a new share-based incentive plan, the Vistry Group Deferred Bonus Plan 2022.	☐	☐	☐
17. Authority to allot shares.	☐	☐	☐
Special Business			
18. Authority to disapply pre-emption rights.	☐	☐	☐
19. Additional authority to disapply pre-emption rights.	☐	☐	☐
20. That a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.	☐	☐	☐
21. Authority to purchase own shares.	☐	☐	☐

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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