

The Chair of Vistry Group PLC invites you to attend the Vistry General Meeting to be held at the offices of Linklaters LLP, One Silk Street, London EC2Y 8HQ on 1 November 2022 at 12.00 p.m.

Shareholder Reference Number

Please detach this portion before posting this Form of Proxy.

### Form of Proxy – Vistry General Meeting to be held on 1 November 2022



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[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: 918136

SRN:

PIN:



View the Circular (including the Notice of Vistry General Meeting) online: [www.vistrygroup.co.uk/investor-centre/countryside-offer](http://www.vistrygroup.co.uk/investor-centre/countryside-offer)

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 12.00 p.m. on 28 October 2022 (or, if adjourned, not later than 48 hours before the time appointed for the adjourned meeting, excluding any part of a day that is not a working day)**

A general meeting of holders of ordinary shares in Vistry Group PLC (the "Company") for the purpose of considering and, if thought fit, approving the recommended cash and share combination of the Company and Countryside Partnerships PLC ("Countryside") pursuant to which the Company will acquire the entire issued and to be issued ordinary share capital of Countryside (the "Combination") and authorising the directors to allot the new shares in the capital of the Company as set out in the circular dated 7 October 2022 (the "Vistry Circular"), will be held on 1 November 2022 at 12.00 p.m. at the offices of Linklaters LLP, One Silk Street, London EC2Y 8HQ (the "Vistry General Meeting").

### Explanatory notes:

- Full details of the resolutions to be proposed at the Vistry General Meeting, together with explanatory notes, are set out in the Notice of Vistry General Meeting which is set out in Part X of the Vistry Circular. Before completing this Form of Proxy please also read "Action to be taken" set out in Part I of the Vistry Circular.
- Terms defined in the Vistry Circular relating to the Combination shall apply in this Form of Proxy unless the context otherwise requires.
- The Vistry General Meeting will be held as a physical meeting to enable the Company's members to participate in and attend the meeting. Members who are able to attend the meeting on the day will be able to cast their vote at the meeting in person.
- A member is entitled to appoint another person as his or her proxy to exercise all or any of his or her rights to attend and to speak and vote at the Vistry General Meeting. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the Vistry General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. The appointment of a proxy will not prevent a member from subsequently attending and voting at the Vistry General Meeting in person. If you wish to appoint a person other than the Chair, 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 marked with \* (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, they vote (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, they vote).
- A shareholder may appoint more than one proxy in relation to the Vistry General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar of the Company's helpline set out in explanatory note 22 below 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.
- To appoint a proxy, the form of proxy and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority) must be either (a) sent to the Company's Registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, (b) the proxy appointment must be lodged using the CREST Proxy Voting Service in accordance with explanatory notes 14 to 17 below or, (c) if you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Company's Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy or, (d) the proxy appointment must be registered electronically on the website at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy), in each case so as to be received no later than 12.00 p.m. on 28 October 2022 (or if adjourned, not later than 48 hours before the time appointed for the adjourned meeting, excluding any part of a day that is not a working day).
- Entitlement to attend and vote at the Vistry General Meeting, and the number of votes which may be cast at the Vistry General Meeting, will be determined by reference to the Company's register of members at 6.30 p.m. on 28 October 2022 or, if the Vistry General Meeting is adjourned, 6.30 p.m. on the day which is two Business Days before the time fixed for the adjourned meeting (as the case may be). In each case, changes to the register of members after such time will be disregarded.
- Any power of attorney or any other authority under which this Form of Proxy is signed (or a duly certified copy of such power of authority) must be included with this Form of Proxy.
- 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.

**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

10. 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 Company's register of members. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

11. A copy of this notice and other information required by section 311A of the Companies Act 2006 can be found at [www.vistrygroup.co.uk](http://www.vistrygroup.co.uk).

12. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

13. Any member attending the Vistry General Meeting has the right to ask questions. In accordance with the Companies Act 2006, the Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

14. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting (and any adjournment of the meeting) by following the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members (and those CREST members who have appointed a voting service provider) should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.

15. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual (available at <http://www.euroclear.com/CREST>). The message (regardless of whether it constitutes the appointment of a proxy, the revocation of a proxy appointment or an amendment to the instruction given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by Computershare (under CREST participant ID 3RA50) by the latest time(s) for receipt of proxy appointments specified in explanatory note 6 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST applications host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to a proxy appointed through CREST should be communicated to him by other means.

16. CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of any CREST Proxy Instruction. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members (and, where applicable, their CREST sponsors or voting service providers) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

17. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

18. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

19. The above is how your address appears on the Company's register of members. If this information is incorrect please call the Registrar of the Company's helpline on the number set out in note 22 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.

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

21. You may not use any electronic address provided either in this form, the Notice of Vistry General Meeting or in any related documents to communicate with the Company for any purposes other than those expressly stated. Shareholders who have general queries about the Vistry General Meeting should use the following methods of communication: (i) by writing to the Company Secretary at the registered office address; or (ii) by writing to the Company's Registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY.

22. If you have any questions about the Vistry Circular or the Vistry General Meeting, or are in any doubt as to how to complete the Form of Proxy, please call the Company's Registrars, Computershare, between 8.30 a.m. and 5.30 p.m. (London time) Monday to Friday (except public holidays in England and Wales) on 0370 889 3236 from within the UK or on +44(0) 370 889 3236 if calling from outside the UK. Calls are charged at the standard geographic rate and will vary by provider. Different charges may apply to calls from mobile telephones. Please note that calls may be monitored or recorded and Computershare cannot provide legal, tax or financial advice or advice on the merits of the Combination.

23. The explanatory notes to this form should be read in conjunction with the notes to the Notice of Vistry General Meeting.
- Form of Proxy

Before completing this form, please read the Notice of Vistry General Meeting set out in Part X of the Circular. Please complete this box only if you wish to appoint a third party proxy other than the Chair (see Explanatory Notes overleaf and above). Please leave this box blank if you want to select the Chair. Do not insert your own name(s).
- \*
- I/We hereby appoint the Chair of the Vistry General Meeting OR the person indicated in the box above as my/our proxy to attend, speak and/or vote on my/our behalf in respect of my/our full voting entitlement\* at the Vistry General Meeting to be held **at the offices of Linklaters LLP, One Silk Street, London EC2Y 8HQ at 12.00 p.m. on 1 November 2022**, and at any adjourned meeting. The proxy will vote on the resolutions listed below as indicated. I/We appoint my/our proxy to attend, speak and vote on the resolutions (each in their original form and subject to any modification) to be proposed at the Vistry General Meeting (or any adjourned meeting) in the manner indicated below. The proxy may vote as they think fit in respect of any other business which may properly come before the Vistry General Meeting (or any adjourned meeting).
- ☐

Please mark X here if this proxy appointment is one of multiple appointments being made (see note 5 to the explanatory notes overleaf and above).

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

☒
- | Ordinary resolutions  | Vote                     |                          |                          |
|---|--------------------------|--------------------------|--------------------------|
|   | For                      | Against                  | Withheld <sup>1</sup>    |
| 1. To approve the Combination.                                | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To authorise the directors to allot the New Vistry Shares. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
- In each case as described in the Vistry Circular and the Notice of Vistry General Meeting
- <sup>1</sup> A 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of votes for or against a resolution.

\* If the proxy is being appointed in relation to less than your full voting entitlement, please see explanatory note 4 overleaf and above.
- 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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