



Hammerson

Notice of
**ANNUAL
GENERAL MEETING**
9 May 2013

*This document is important and
requires your immediate attention*

If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised pursuant to the Financial Services and Markets Act 2000 (as amended). If you have sold or

otherwise transferred all of your shares in Hammerson plc, please forward this document and the accompanying Form of Proxy at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was arranged for onward transmission to the purchaser or transferee.

Annual General Meeting

Hammerson plc
10 Grosvenor Street
London W1K 4BJ



Dear Shareholder

This document contains (on pages 3 and 4) the Notice of the 2013 Annual General Meeting (the 'Meeting') of the Company, which will be held on Thursday 9 May 2013 at 11.00 am. Explanatory notes on the resolutions to be proposed at the Meeting are set out on the following pages.

RESOLUTION 1 *to receive the 2012 Annual Report and Financial Statements*

The Directors of the Company present their Annual Report and the Financial Statements for the year ended 31 December 2012 to the Meeting and shareholders may raise any questions on the Annual Report and Financial Statements under this resolution.

RESOLUTION 2 *to approve the 2012 Directors' Remuneration Report*

The Directors' Remuneration Report for the year ended 31 December 2012 is laid before the Meeting for approval by shareholders. The vote on this resolution is advisory, and no Director's remuneration is conditional upon passing the resolution. The Directors' Remuneration Report can be found on pages 62 to 77 of the 2012 Annual Report, which can be accessed on the Company's website at www.hammerson.com.

RESOLUTION 3 *to declare a final dividend*

A final dividend of 10.0 pence per ordinary share has been recommended by the Board for the year ended 31 December 2012 and, if approved by shareholders, will be paid on 14 May 2013 to all shareholders on the register at the close of business on 5 April 2013. It is intended that 4.0 pence per share will be paid as a Property Income Distribution, net of withholding tax where appropriate, and the remainder of 6.0 pence paid as a normal dividend.

RESOLUTIONS 4 TO 6 *to elect Directors*

David Tyler was appointed as a Director of the Company by the Board on 12 January 2013. Additionally, Gwyn Burr and Jean-Philippe Mouton were appointed as Directors of the Company by the Board on 21 May 2012 and 1 January 2013 respectively. Article 103 of the Company's Articles of Association provides that Directors appointed by the Board shall hold office until the end of the next Annual General Meeting, but are eligible for re-appointment at that meeting. Accordingly David Tyler, Gwyn Burr and Jean-Philippe Mouton will seek election as Directors of the Company.

RESOLUTIONS 7 TO 14 *to re-elect Directors*

Article 105(1) of the Company's Articles of Association requires Directors of the Company to retire by rotation at least every three years. However, in accordance with the requirements of the UK Corporate Governance Code, all remaining Directors of the Company will retire and offer themselves for re-election at the forthcoming Meeting. This is with the exception of John Nelson, who will retire from the Board at the end of the Meeting after nine years of service to the Company.

Directors' biographies can be found on pages 52 and 53 of the 2012 Annual Report and on the Company's website www.hammerson.com. The Board has confirmed, following a performance review, that all Directors of the Company standing for election and re-election continue to perform effectively and demonstrate commitment to their roles.

RESOLUTIONS 15 AND 16 *to re-appoint the auditor and authorise the Directors to approve their remuneration*

The Company is required to appoint the auditor at each general meeting at which accounts are laid before the Company, to hold office until the conclusion of the next such meeting. Resolution 15 proposes the re-appointment of Deloitte LLP as the Auditor of the Company and Resolution 16 authorises the Directors to agree the remuneration of the Company's auditor.

RESOLUTION 17 *authority to allot shares*

At the last Annual General Meeting of the Company held on 19 April 2012, the Directors were given authority to allot ordinary shares in the capital of the Company up to a maximum nominal amount of £118,569,200, representing approximately two-thirds of the Company's issued ordinary share capital. Of this amount, 237,138,403 shares (representing approximately one-third of the Company's issued ordinary share capital) are only to be allocated pursuant to a rights issue. This authority expires at the end of the Annual General Meeting of the Company in 2014, or, if earlier, on 9 August 2014.

The Association of British Insurers ('ABI') guidelines on directors' authority to allot shares state that ABI members will permit, and treat as routine, resolutions seeking authority to allot shares representing up to one-third of a company's issued share capital. In addition, they will treat as routine a request for authority to allot shares representing an additional one-third of a company's issued share capital provided that it is only used to allot shares pursuant to a fully pre-emptive rights issue.

The Board considers it appropriate that the Directors should continue to have this authority to allot shares in the capital of the Company. In light of the ABI's guidelines, this would mean renewing the authority up to a maximum nominal amount of £118,805,160 representing approximately two-thirds of the Company's issued ordinary share capital calculated as at 8 March 2013. Of this amount, 59,402,580 shares (representing approximately one-third of the Company's issued ordinary share capital as at 8 March 2013) can only be allotted pursuant to a rights issue. The authority will expire at the conclusion of the Annual General Meeting in 2014 or, if earlier, on 9 August 2014. The Directors have no present intention of exercising this authority. The Company does not hold any shares in treasury as at 8 March 2013.

RESOLUTION 18 *disapplication of statutory pre-emption rights*

Resolution 18 will give the Directors authority to allot shares in the capital of the Company pursuant to the authority granted under Resolution 17 above for cash without complying with the pre-emption rights in the Companies Act 2006 in certain circumstances. This authority will permit the Directors to allot:

- (a) Shares up to a nominal amount of £118,805,160 (representing approximately two-thirds of the Company's issued share capital as at 8 March 2013) by way of an offer to existing shareholders on a pre-emptive basis. However unless the shares are allotted pursuant to a rights issue (rather than an open offer), the Directors may only allot shares up to a nominal amount of £59,402,580 (representing one-third of the Company's issued share capital) (in each case subject to adjustments for fractional entitlements and overseas shareholders); and
- (b) Shares up to a maximum nominal value of £8,910,387 representing approximately 5% of the issued ordinary share capital of the Company as at 8 March 2013 otherwise than in connection with an offer to existing shareholders.

The Directors have no present intention of exercising this authority.

The Directors confirm their intention to follow the provisions of the Pre-emption Group's Statement of Principles regarding cumulative usage of authorities within a rolling three-year period. The Principles provide that companies should not issue shares for cash representing more than 7.5% of a company's issued share capital in any rolling three-year period, other than to existing shareholders, without prior consultation with shareholders. The authority contained in Resolution 18 will expire upon the expiry of the general authority conferred in Resolution 17 (i.e. at the conclusion of the Annual General Meeting in 2014 or, if earlier, on 9 August 2014).

RESOLUTION 19 *authority to purchase own shares*

Resolution 19 gives the Company authority to buy back its own ordinary shares in the market as permitted by the Companies Act 2006. The authority limits the maximum number of shares that could be purchased to 17,820,774 (representing approximately 10% of the Company's issued ordinary share capital as at 8 March 2013) and sets minimum and maximum prices at which shares may be purchased by the Company under this authority. This authority will expire at the conclusion of the Annual General Meeting of the Company in 2014 or, if earlier, on 9 August 2014.

A listed company purchasing its own shares may hold those shares in treasury and make them available for re-sale as an alternative to cancelling them. Accordingly, if this resolution is passed, the Company will have the option of holding, as treasury shares, any of its own shares that it purchases pursuant to the authority conferred. This would give the Company the ability to sell treasury shares quickly and cost-effectively and provide the Company with additional flexibility in the management of its capital base. No dividends are paid and no voting rights are attached to shares held in treasury.

The Company did not hold any shares in treasury as at 8 March 2013.

As at 8 March 2013, there were 521,384 options to subscribe for ordinary shares in the capital of the Company, representing 0.07% of the Company's issued ordinary share capital. If the full authority conferred by this resolution and the existing resolution passed at last year's Annual General Meeting (which expires at the end of this year's Annual General Meeting) were to be exercised in full, these options would represent 0.18% of the issued ordinary share capital of the Company.

The Directors have no present intention of exercising the authority to purchase the Company's ordinary shares for cancellation, but may purchase shares to be held in treasury. The authority would be exercised only if the Directors believe that to do so would be in the interests of shareholders generally. Any purchases of ordinary shares would be by means of market purchases on a recognised investment exchange.

RESOLUTION 20 *amendment to the maximum limit on Directors' fees*

The current Articles of Association of the Company contain a limit of £750,000 on the maximum aggregate fees per annum payable to Directors in respect of Directors' fees. (This limit applies to fees paid to Non-Executive Directors only; it does not apply to salaries paid to Executive Directors.) In the 12 months to 31 December 2012, the total fees paid to Non-Executive Directors was £614,000. On 12 January 2013 the Board appointed an additional Non-Executive Director, David Tyler. It is intended that David Tyler will be appointed Chairman following the retirement of John Nelson at the end of the Meeting. To accommodate the fees of this expanded Board, to continue to remunerate the current Non-Executive Directors in line with market rates and to retain flexibility for future board appointments Resolution 20 proposes that the maximum aggregate fees per annum payable to Directors be increased to £1,000,000 in respect of Directors' fees.

Recommendation

The Directors recommend shareholders to vote in favour of each of the resolutions at the Meeting. The Board considers that the resolutions are in the best interests of the Company and its shareholders as a whole. The Directors intend to vote in favour of the resolutions in respect of their own beneficial shareholdings in the Company.

Yours faithfully

John Nelson
CHAIRMAN

Notice of Meeting

Notice is hereby given that the 82nd Annual General Meeting of Hammerson plc will be held at 10 Grosvenor Street, London, W1K 4BJ on Thursday 9 May 2013 at 11.00 am to consider and, if thought fit, pass the following resolutions:

All resolutions will be proposed as ordinary resolutions, save for Resolutions 18 and 19 which will be proposed as special resolutions.

1. To receive the Directors' Annual Report and Financial Statements of the Company for the year ended 31 December 2012.
2. To receive and approve the Directors' Remuneration Report for the year ended 31 December 2012.
3. To declare a final dividend of 10.0 pence per ordinary share for the year ended 31 December 2012.
4. To elect David Tyler as a Director of the Company.
5. To elect Jean-Philippe Mouton as a Director of the Company.
6. To elect Gwyn Burr as a Director of the Company.
7. To re-elect David Atkins as a Director of the Company.
8. To re-elect Peter Cole as a Director of the Company.
9. To re-elect Timon Drakesmith as a Director of the Company.
10. To re-elect Terry Duddy as a Director of the Company.
11. To re-elect Jacques Espinasse as a Director of the Company.
12. To re-elect Judy Gibbons as a Director of the Company.
13. To re-elect John Hirst as a Director of the Company.
14. To re-elect Anthony Watson as a Director of the Company.
15. To re-appoint Deloitte LLP as the Auditor of the Company.
16. To authorise the Directors to agree the remuneration of the Auditor.
17. That the Directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in

the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ('Rights'):

- (i) up to an aggregate nominal amount of £118,805,160; and
- (ii) up to a further aggregate nominal amount of £118,805,160 provided that (i) they are equity securities (within the meaning of section 560(1) of the Companies Act 2006) and (ii) they are offered by way of a rights issue to holders of ordinary shares on the register of shareholders at such record date as the Directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record date and to other holders of equity securities entitled to participate therein (if any), subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter,

provided that, this authority shall expire at the conclusion of the next Annual General Meeting of the Company, or, if earlier, on 9 August 2014 save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot shares and grant Rights pursuant to any such offer or agreement as if this authority had not expired; and all unexercised authorities previously granted to the Directors to allot shares and grant Rights be and are hereby revoked.

18. That the Directors be and they are hereby empowered pursuant to sections 570 and 573 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of that Act) for cash either pursuant to the authority conferred by Resolution 17 or by way of a sale of treasury shares as if section 561(1) of that Act did not apply to any such allotment provided that this power shall be limited to:

- (i) the allotment of equity securities in connection with an offer of securities (but in the case of the authority granted under sub-paragraph (ii) of Resolution 17 by way of a rights issue only) in favour of the holders of ordinary shares on the register of shareholders at such record dates as the Directors may determine and other persons entitled to participate therein (if any) where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record dates, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter; and
- (ii) the allotment (otherwise than pursuant to sub-paragraph (i) of this Resolution 18) to any person or persons of equity securities up to an aggregate nominal amount of £118,805,160;

and shall expire upon the expiry of the general authority conferred by Resolution 17 above, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities

to be allotted after such expiry and the Directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

19. That the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of 25 pence each of the Company on such terms and in such manner as the Directors may from time to time determine, provided that:

- (i) the maximum number of ordinary shares hereby authorised to be acquired is 17,820,774 representing approximately 10% of the issued ordinary share capital of the Company as at 8 March 2013;
- (ii) the minimum price (excluding expenses) which may be paid for any such share is 25 pence;
- (iii) the maximum price (excluding expenses) which may be paid for any such share is the higher of (i) an amount equal to 105% of the average of the middle market quotations for an ordinary share in the Company as derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased; and (ii) the amount stipulated by Article 5(1) of the EU Buy-back and Stabilisation Regulation (being the higher of the price of the last independent trade and the highest current independent bid for an ordinary share in the Company on the trading venues where the market purchases by the Company pursuant to the authority conferred by this Resolution 19 will be carried out).

(iv) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting, or, if earlier, on 9 August 2014 unless previously renewed, varied or revoked by the Company in general meeting; and

(v) the Company may, before this authority expires, make a contract to purchase its ordinary shares which would or might be executed wholly or partly after the expiry of this authority, and may purchase its ordinary shares pursuant to it as if this authority had not expired.

20. To increase the maximum aggregate fees per annum payable to the Directors under Article 89 of the Articles of Association of the Company to £1,000,000.

Registered Office:

10 Grosvenor Street
London W1K 4BJ

Registered in England & Wales
No. 360632

By Order of the Board

Sarah Booth
GENERAL COUNSEL AND
COMPANY SECRETARY
28 March 2013

Notes

1. A shareholder entitled to attend and vote at the Meeting may appoint another person(s) (who need not be a shareholder of the Company) to exercise all or any of her/his rights to attend, speak and vote at the Meeting. A shareholder can appoint more than one proxy in relation to the Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder.
2. A proxy does not need to be a shareholder of the Company but must attend the Meeting to represent you. Your proxy could be the Chairman, another Director of the Company or another person who has agreed to attend to represent you. Your proxy must vote as you instruct and must attend the Meeting for your vote to be counted. Details of how to appoint the Chairman or another person as your proxy, using the Form of Proxy, are set out in the notes to the Form of Proxy. The valid appointment of a proxy does not prevent you from attending the Meeting and voting in person. However, if you attend the Meeting in person, your proxy appointment will automatically be terminated.
3. A shareholder who wishes to appoint a proxy should complete the Form of Proxy which accompanies this Notice, and includes full details of how to appoint a proxy. If you do not have a Form of Proxy and believe that you should have one, or if you require additional Forms of Proxy, please contact Capita Registrars helpline on 0871 664 0300 (calls cost 10p per minute plus network extras. Lines are open between 9.00 am and 5.30 pm Monday to Friday) or +44 (0)208 639 3399 from overseas. As an alternative to completing a hard copy Form of Proxy, proxies may be appointed electronically in accordance with note 5.
4. A copy of this Notice has been sent for information only to persons who have been nominated by a shareholder to enjoy information rights under section 146 of the Companies Act 2006 (a 'Nominated Person'). The rights to appoint a proxy cannot be exercised by a Nominated Person; they can only be exercised by a shareholder. However, a Nominated Person may have a right under an agreement with the shareholder by whom s/he was nominated to be appointed as a proxy for the Meeting or to have someone else so appointed. If a Nominated Person does not have such a right or does not wish to exercise it, s/he may have a right under such an agreement to give instructions to the shareholder as to the exercise of voting rights.
5. In order to be valid, a proxy appointment must be returned (together with any authority under which it is executed or a copy of the authority certified in ink by an attorney, a bank, a stockbroker or a solicitor) by one of the following methods:
 - online by logging onto www.capitashareportal.com and logging into your share portal account. If you have not previously registered you should go through the registration process. Once you have registered, you will be able to vote immediately;
 - in hard copy form by post, by courier or by hand to the Company's registrar at the address shown on the Form of Proxy;
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 8 below.

The appointment of a proxy in each case must formally be received by the Company not less than 48 hours before the time of the Meeting.
6. To change your proxy instructions you may return a new proxy appointment using the methods set out above. Where you have appointed a proxy using the hard copy Form of Proxy and would like to change the instructions using another hard copy Form of Proxy, please contact Capita Registrars at 34 Beckenham Road, Kent BR3 4TU. The deadline for receipt of proxy appointments (see above) also applies in relation to amended instructions. Any attempt to terminate or amend a proxy appointment received after the relevant deadline will be disregarded. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, the one which is last sent shall be treated as replacing and revoking the other or others. If the Company is unable to determine which is last sent, the one which is last received shall be so treated. If the Company is unable to determine either which is last sent or which is last received, none of them shall be treated as valid in respect of the relevant share(s).
7. Only persons entered on the register of shareholders of the Company at 6.00 pm on Tuesday 7 May 2013 (or, if the Meeting is adjourned, at 6.00 pm on the date which is two days prior to the adjourned meeting) shall be entitled to attend and vote at the Meeting or adjourned meeting. Changes to entries on the register after this time shall be disregarded in determining the rights of persons to attend or vote (and the number of votes they may cast) at the Meeting or adjourned meeting.
8. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual on the Euroclear website (www.euroclear.com/CREST). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message regardless of whether it constitutes the appointment of a proxy 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 the issuer's agent (ID number RA10) by 11.00 am on Tuesday 7 May 2013 (the latest time(s) for receipt of proxy appointments specified in this Notice of Meeting.) 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. 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.

9. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI 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 CREST Proxy Instructions. 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(s), to procure that his CREST sponsor or voting service provider(s) take(s) 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.
10. Voting on all resolutions will be conducted by way of a poll rather than a show of hands. This is a more transparent method of voting as shareholders' votes are to be counted according to the number of shares held. As soon as practicable following the Annual General Meeting, the results of the voting at the Meeting and the numbers of proxy votes cast for and against and the number of votes actively withheld in respect of each of the Resolutions will be announced via a Regulatory Information Service and also placed on the Company's website: www.hammerson.com on the 'Investors' page.
11. Please note that the Company takes all reasonable precautions to ensure no viruses are present in any electronic communication it sends out but the Company cannot accept responsibility for loss or damage arising from the opening or use of any email or attachments from the Company and recommends that the shareholders subject all messages to virus checking procedures prior to use. Any electronic communication received by the Company, including the lodgement of an electronic proxy form, that is found to contain any virus will not be accepted.
12. A shareholder of the Company, which is a corporation, may authorise a person or persons to act as its representative(s) at the Annual General Meeting. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder of the Company, provided that they do not do so in relation to the same shares.
13. Shareholders satisfying the thresholds in section 527 of the Companies Act 2006 can require the Company to publish a statement on its website setting out any matter relating to (a) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Meeting; or (b) any circumstances connected with an auditor of the Company ceasing to hold office since the last Annual General Meeting, that the shareholders propose to raise at the Meeting. The Company cannot require the shareholders requesting the publication to pay its expenses. Any statement placed on the website must also be sent to the Company's auditor no later than the time it makes its statement available on the website. The business which may be dealt with at the Meeting includes any statement that the Company has been required to publish on its website.
14. The Company must cause to be answered at the Meeting any question relating to the business being dealt with at the Meeting which is put by a shareholder attending the Meeting, except in certain circumstances, including if it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered or if to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information or if the answer has already been given on a website in the form of an answer to a question.
15. As at 8 March 2013, the Company's issued share capital consists of 712,830,959 ordinary shares. The Company does not hold any shares in treasury. Therefore the total voting rights in the Company are 712,830,959.
16. The contents of this Notice of Meeting, details of the total number of shares in respect of which shareholders are entitled to exercise voting rights at the Meeting, details of the totals of the voting rights that members are entitled to exercise at the Meeting and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this Notice of Meeting will be available on the Company's website: www.hammerson.com on the 'Investors' page.
17. Copies of the Executive Directors' service contracts with the Company and the letters of appointment of the Non-Executive Directors are available for inspection during normal business hours (Saturdays, Sundays and public holidays excepted) at the registered office of the Company and will be available for inspection at the Meeting for at least 15 minutes prior to the Annual General Meeting until its conclusion.
18. You may not use any electronic address provided in this Notice of Meeting to communicate with the Company for any purposes other than those expressly stated.

