



## Hammerson plc (the "Company")

### Form of Proxy

For use at the Company's Annual General Meeting (the "Meeting") to be held at 11.00 am on Tuesday, 24 April 2018.

Please note that the deadline for receiving proxies is 11.00 am on Friday, 20 April 2018.

You may vote electronically at [www.signalshares.com](http://www.signalshares.com)<sup>1</sup>

BAR CODE:

INVESTOR CODE:

EVENT CODE:

I/We being (a) member(s) of the Company and entitled to vote at the Meeting, hereby appoint the Chairman of the Meeting or the following person (see note 1 overleaf)

\_\_\_\_\_\* (BLOCK CAPITALS)

as my/our proxy to vote for me/us on my/our behalf at the Meeting of the Company to be held at Kings Place, 90 York Way, London N1 9GE and at any adjournment thereof.

\* For the appointment of more than one proxy, please refer to note 1 overleaf.

Insert number of shares

I/we appoint my/our proxy to attend, speak and vote in the manner indicated below:

Resolutions	For	Against	Withheld (see note 2)
1. To receive the Directors' Annual Report and Financial Statements for the year ended 31 December 2017			
2. To receive and approve the Directors' Remuneration Report for the year ended 31 December 2017			
3. To declare a final dividend			
4. To re-elect David Atkins as a Director			
5. To re-elect Pierre Bouchut as a Director			
6. To re-elect Gwyn Burr as a Director			
7. To re-elect Peter Cole as a Director			
8. To re-elect Timon Drakesmith as a Director			
9. To re-elect Terry Duddy as a Director			
10. To re-elect Andrew Formica as a Director			
11. To re-elect Judy Gibbons as a Director			
12. To re-elect Jean-Philippe Mouton as a Director			
13. To re-elect David Tyler as a Director			
14. To re-appoint PricewaterhouseCoopers LLP as auditor			
15. To authorise the Audit Committee to agree the auditor's remuneration			
16. To authorise the Directors to allot shares			
17. To disapply pre-emption rights†			
18. To disapply pre-emption rights in addition to those conferred by resolution 17†			
19. To authorise market purchases by the Company of its shares†			
20. To renew the rules of the SAYE			
21. To receive and approve the SAYE Ireland			
22. To receive and approve the SIP			

† Special resolution

Please indicate with an "X" in the appropriate space how you wish your vote to be cast. If you do not indicate how you wish your proxy to vote, the proxy will vote, or abstain from voting, as he/she thinks fit.

☐

Please tick here if this proxy appointment is one of multiple appointments being made.

Signed \_\_\_\_\_ Dated \_\_\_\_\_ 2018

<sup>1</sup> If you have not already registered for the share portal, you will need your Investor Code. Once registered, you will be able to vote immediately.

## NOTES

1. You have the right to appoint one or more proxies in relation to the Meeting (who need not be a shareholder of the Company) to attend in person and exercise all or any of your rights to speak and vote on your behalf at the Meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by you.

If you wish to appoint a person other than the Chairman, please insert the name of the desired proxy in the space provided. That person may exercise all your rights to attend, speak and vote on your behalf at the Meeting. 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 the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this Form of Proxy has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account). Any alteration to this Form of Proxy should be initialled by the person signing it.

To appoint more than one proxy, you must complete a separate Form of Proxy for each proxy unless you are appointing your proxies electronically, in which case, please refer to note 7. Additional Forms of Proxy may be obtained by contacting Link Asset Services on 0871 664 0300 or +44 (0) 371 664 0300 from overseas. Calls cost 12p per minute plus your phone company's access charge. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 am to 5.30 pm, Monday to Friday excluding public holidays in England and Wales. Alternatively, you may photocopy this Form of Proxy. Please also indicate by ticking 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.

2. The 'vote withheld' option is to enable you to abstain on any of the resolutions. Please note that a 'vote withheld' has no legal effect and will not be counted in the total number of votes cast.
3. In the case of an individual, this Form of Proxy must be signed by you or your attorney duly authorised in writing.
4. In the case of joint holders, the Form of Proxy can be signed by any one of such holders, but the names of all joint holders should be stated. In the case of joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the register of members.
5. In the case of a corporation, this Form of Proxy must be given under its common seal (if any) executed as a deed or signed on its behalf by an officer or attorney of the corporation or other person or agent duly authorised to sign it, stating their capacity (e.g. director or secretary).
6. The proxy must attend the Meeting in person to represent you. The completion of this Form of Proxy will not prevent you from attending, speaking and voting in person. In the event that you attend the Meeting in person, your proxy appointment will lapse.
7. In order to be valid, an appointment of proxy must be returned (together with any authority under which it is executed or a copy of the authority certified by an attorney, a bank manager, a stockbroker or a solicitor) by 11.00 am on 20 April 2018 using one of the following methods:
  - Online by logging into your share portal account at [www.signalshares.com](http://www.signalshares.com). Once you have registered, you will be able to vote immediately;
  - In hard copy form delivered to the Company's Registrar, Link Asset Services, at the address provided on the envelope;
  - Should the envelope for your Form of Proxy be missing, please return your Form of Proxy to the Freepost address: FREEPOST PXS, 34 Beckenham Road, BR3 9ZA.
  - In the case of CREST members, by utilising the CREST electronic proxy appointment service not later than 11.00 am on 20 April 2018. CREST members should refer to the Notice of Meeting in relation to the submission of a proxy appointed via CREST.
8. If you sign the Form of Proxy and return it to the Company's Registrar without any specific directions, the proxy will vote or abstain at her/ his discretion as s/he will on any other business (including any motion to amend a resolution or to adjourn the Meeting) arising at the Meeting and at any adjournment thereof. This Form of Proxy will be used in the event of a poll.
9. 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 shareholders subject all messages to virus checking procedures prior to use. Any electronic communication received by the Company, including the lodgement of an electronic Form of Proxy, that is found to contain any virus will not be accepted.
10. You may not use any electronic address provided in this Form of Proxy to communicate with the Company for any purpose other than those expressly stated.