



Hammerson plc (the "Company")
(Incorporated in England and Wales)
LSE share code: HMSO JSE share code: HMN
ISIN: GB0004065016

Form of Proxy

For use at the Company's Annual General Meeting (the "Meeting") to be held at 11.00 am (British Summer Time) on Tuesday, 30 April 2019.

PLEASE REFER TO THE NOTES BELOW AND OVERLEAF BEFORE COMPLETING THIS FORM OF PROXY

I/We being (a) member(s) of the Company and entitled to vote at the Meeting, hereby appoint the Chair of the Meeting or the following person (see note 3 overleaf)

_____* (BLOCK CAPITALS)

Insert number of shares

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. I/We wish my/our proxy to vote as indicated on this form of proxy. I/We direct further that my/our proxy will vote (or withhold a vote) as he/she thinks fit on any of the resolutions on which I/we do not give a direction and on any other matter which may properly come before the Meeting or at any adjournment thereof.

* For the appointment of more than one proxy, please refer to note 3 overleaf.

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

Resolutions	For	Against	Withheld (see note 4)
1. To receive the Directors' Annual Report and Financial Statements for the year ended 31 December 2018			
2. To receive and approve the Directors' Remuneration Report for the year ended 31 December 2018			
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 Timon Drakesmith as a Director			
8. To re-elect Andrew Formica as a Director			
9. To re-elect Judy Gibbons as a Director			
10. To re-elect David Tyler as a Director			
11. To elect Carol Welch as a Director			
12. To re-appoint PricewaterhouseCoopers LLP as auditor			
13. To authorise the Audit Committee to agree the auditor's remuneration			
14. To authorise the Directors to allot shares			
15. To disapply pre-emption rights†			
16. To disapply pre-emption rights in addition to those conferred by resolution 15†			
17. To authorise market purchases by the Company of its shares†			

† 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.

Please return this Form of Proxy, duly completed and signed, to the address shown overleaf using (where provided) the business reply envelope, so as to be received no later than 48 hours before the time of the Meeting.

Signed _____ Dated _____ 2019

NOTES

1. The resolutions proposed by the Board of Directors of the Company to be voted on are set out overleaf.
2. Only registered holders of ordinary shares, or their duly appointed representatives, whether in the UK or South Africa, are entitled to attend and vote at the Meeting. A member so entitled may appoint (a) proxy(ies), who need not be (a) member(s), to exercise all or any of his/her rights to attend and to speak and vote on his/her behalf.
3. If you wish to appoint a person other than the Chair, 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.
 - You have the right to appoint one or more proxy(ies) in relation to the Meeting (who need not be a shareholder(s) of the Company) to exercise all or any of your rights to attend, 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.
 - To appoint more than one proxy, you must complete a separate Form of Proxy for each proxy. Additional Forms of Proxy may be obtained by contacting Computershare, the Company's Transfer Secretary, or 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.
 - If no name is entered, the return of this Form of Proxy, signed, will authorise the Chair to act as your proxy.
4. 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 be counted neither for nor against a resolution in the total number of votes cast.
5. In the case of an individual, this Form of Proxy must be signed by you or your attorney duly authorised in writing.
6. 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.
7. 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).
8. 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.
9. 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 12.00 pm (South Africa local time) on 26 April 2019, which is 48 hours, excluding non-business days, before the commencement of the Meeting. See Note 11 for details on how to return the completed Form of Proxy.
10. If you sign the Form of Proxy and return it to the Company's Transfer Secretary 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.
11. To be valid, this Form of Proxy must reach the Company's Transfer Secretary by no later than 12.00 pm (South Africa local time) on 26 April 2019 at Rosebank Towers, 15 Biermann Avenue, Rosebank 2196, South Africa or:
 - posted to PO Box 61051, Marshalltown, 2107 South Africa; or
 - emailed to proxy@computershare.co.za; or
 - faxed to +27 11 688 5238
12. This Form of Proxy is not for use by beneficial owners of ordinary shares contained in the South African section of the register who have dematerialised their holdings of ordinary shares in the context of Strate, are holding such shares through a CSDP or broker and who do not have 'own name' registration. Beneficial owners of ordinary shares which are dematerialised through Strate (including those who have 'own name' registration) wishing to attend the Meeting in person should promptly contact their CSDP or broker to obtain a letter of representation to enable them to do so.
13. Voting instructions and requests for letters of representation must be submitted by the relevant CSDP or broker no later than 12.00 pm (South Africa local time) on 26 April 2019 so that they may be collated and verified by Strate prior to the Meeting. Beneficial owners should therefore submit their voting instructions or requests for letters of representation to their CSDP or broker within the time period required by the CSDP or broker or as stipulated in the custody agreement between the beneficial owner and the CSDP or broker.
14. 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.