

Crest Nicholson Holdings plc

2016 Annual General Meeting

Form of Proxy

The Annual General Meeting of Crest Nicholson Holdings plc (the 'Company') is to be held at 10.30 a.m. on Thursday 17th March 2016, at Brooklands Hotel, Brooklands Drive, Weybridge, Surrey, KT13 0SL. Please read the notice of the 2016 Annual General Meeting and accompanying commentary and notes despatched to shareholders with this document.

Form of Proxy

A shareholder entitled to vote at the meeting may appoint a proxy or proxies to vote in a poll instead of him/her/it. A proxy need not be a shareholder of the Company and the appointment of a proxy will not preclude the shareholder from attending and voting at the meeting. A proxy may be appointed by detaching and using the Form of Proxy below. You may submit your proxy electronically using the CREST system. For the appointment to be valid your electronic instructions or the Form of Proxy must be received by the Company's Registrars, Equiniti, at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA no later than 10.30 a.m. on 15th March 2016. An authorised officer or attorney may sign the Form of Proxy on behalf of a corporation. Any of the named shareholders may sign the Form of Proxy on behalf of joint shareholders.

Voting directions

If you want your proxy to vote in a certain way or not to vote at all on any of the items in the notice, mark the relevant box below. If you do not mark any of the boxes relating to a particular item, your proxy can choose which way to vote or can decide not to vote at all; your proxy can also do this on any other proposal that is put to the meeting. If you instruct your proxy to withhold its vote, this is not a vote in law and will not be counted in the calculation of the proportion of the votes for and against the item.

Appointment

If you want to appoint a proxy other than the chairman of the meeting, write in BLOCK CAPITALS his/her full name in the space provided below. If you leave the space blank, the chairman of the meeting will be appointed your proxy.

If the proxy is being appointed in relation to less than your full voting entitlement, please enter 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 proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account].

To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Registrars' helpline on 0371 384 2183 or you may photocopy this form. Overseas holders should contact +44 (0)121 415 7047. Lines are open from 8.30 a.m. to 5.30 p.m. Monday to Friday. Please indicate next to the proxy holder's name the number of shares in relation to which they are authorised to act as your 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 envelope provided.

Crest Nicholson Holdings plc

Registered in England and Wales under number 06800600 Registered Office: Crest House, Pyrcroft Road, Chertsey, Surrey, KT16 9GN.



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I/We (name in full):

of (address on share register):

being (a) member(s) of the above named company, hereby appoint the Chairman of the meeting (delete if not applicable);

or (insert full name)

As my/our proxies to vote as directed below in a poll at the Annual General Meeting of Crest Nicholson Holdings plc to be held at 10.30 a.m. on Thursday 17th March 2016 at Brooklands Hotel, Brooklands Drive, Weybridge, Surrey, KT13 0SL and at any adjournment thereto.

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

Signature:

Date:

Resolutions	For	Against	Vote withheld
1. To receive and adopt the annual accounts and the reports of the auditors and the Directors			
2. To declare a final dividend			
3. Re-election of Mr William Rucker as a Director			
4. Re-election of Mr Stephen Stone as a Director			
5. Re-election of Mr Patrick Bergin as a Director			
6. Re-election of Mr Jim Pettigrew as a Director			
7. Re-election of Ms Pam Alexander OBE as a Director			
8. Election of Ms Sharon Flood as a Director			
9. To re-appoint PricewaterhouseCoopers LLP as auditor			
10. To authorise the Directors to fix the remuneration of the auditor			
11. To approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy)			
12. To authorise the Directors to allot shares			
13. To exclude the application of pre-emption rights to the allotment of equity securities			
14. To authorise market purchases of the Company's own ordinary shares			
15. To allow the Company to hold general meetings (other than AGMs) at 14 days' notice			