

Annual General Meeting
Tuesday 19 July 2016 at 11.00 am

Attendance Card

If you plan to attend the Annual General Meeting of The British Land Company PLC to be held on Tuesday 19 July 2016, please bring this card with you.

Please note that the meeting is due to commence at 11.00 am (British Summer Time) at:

The Montcalm London Marble Arch,
34-40 Great Cumberland Place,
London W1H 7TW



SAMPLE

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Form of proxy

1430-138-S

Voting ID Task ID Shareholder Reference Number

To be used for the Annual General Meeting of The British Land Company PLC (the Company) to be held at The Montcalm London Marble Arch, 34-40 Great Cumberland Place, London W1H 7TW on Tuesday 19 July 2016 at 11.00 am (British Summer Time) (the AGM).

☐ Please indicate here with an 'X' if this form of proxy is one of multiple forms of proxy being submitted by you, and refer to note 4 overleaf.

I / We being (a) holder(s) of ordinary shares of 25 pence each in the Company hereby appoint the Chairman of the AGM or _____ in respect of all my shares or _____ to be my / our proxy to exercise all or any of my / our rights to attend, speak and vote on my / our behalf at the AGM and at any adjournment thereof. Please refer to notes 3 and 4 overleaf.

Please indicate your vote by marking the appropriate boxes in black ink like this. ☒ In the absence of any direction, the Chairman of the AGM, or the proxy named above, will vote in favour of each resolution.

| Resolutions | For | Against | Vote Withheld | Resolutions | For | Against | Vote Withheld |
|---|--------------------------|--------------------------|--------------------------|---|--------------------------|--------------------------|--------------------------|
| (Resolutions 1 to 21 are proposed as ordinary resolutions; resolutions 22 to 25 are proposed as special resolutions.) | | | | 15 To re-elect Laura Wade-Gery as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 1 To receive the Annual Report and Accounts for the year ended 31 March 2016. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 16 To re-appoint PricewaterhouseCoopers LLP as the auditor of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 To approve the Directors' Remuneration Report (other than the Remuneration Policy). | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 17 To authorise the Directors to agree the auditor's remuneration. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 To approve the Directors' Remuneration Policy. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 18 To authorise the payment of scrip dividends. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 To re-elect Aubrey Adams as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 19 To authorise the Company to make limited political donations and political expenditure of not more than £20,000 in total. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5 To re-elect Lucinda Bell as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 20 To authorise amendments to the Long-Term Incentive Plan. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6 To re-elect Simon Borrows as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 21 To authorise the Directors to allot shares up to a limited amount. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7 To re-elect John Gildersleeve as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 22 To authorise the Directors to allot shares and sell treasury shares for cash, without making a pre-emptive offer to shareholders. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8 To re-elect Lynn Gladden as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 23 To authorise the Directors to allot additional shares and sell treasury shares for cash, without making a pre-emptive offer to shareholders in line with recommendations of the Pre-Emption Group. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9 To re-elect Chris Grigg as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 24 To authorise the Company to purchase its own shares. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10 To re-elect William Jackson as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 25 To authorise the calling of general meetings (not being an annual general meeting) by notice of not less than 14 clear days. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 11 To re-elect Charles Maudsley as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | |
| 12 To re-elect Tim Roberts as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | |
| 13 To re-elect Tim Score as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | |
| 14 To re-elect Lord Turnbull as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | |

+ ☐ Please mark this box if you are signing on behalf of the shareholder, and refer to note 7 overleaf. +

Date _____ Signature [see notes 6 and 7 overleaf] _____

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LANCING
BN99 8DU

Business Reply Plus
Licence Number
RTAK-JHGZ-TBXV



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Notes on completing the form of proxy

Please detach this attendance card before returning your form of proxy.

- 1 As a registered member of the Company, you may appoint a proxy or proxies to exercise all or any of your rights to attend, speak and vote at the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. A proxy need not be a member of the Company, but must attend the meeting in person to represent you. You may only appoint a proxy using the procedures set out in these notes. You may not use any electronic address provided in these notes to communicate with the Company for any purposes other than those expressly stated.
- 2 You may appoint a proxy or proxies:
 - by completing and returning the form of proxy by post;
 - by going to www.sharevote.co.uk and following the instructions provided. You will need the Voting ID, Task ID and Shareholder Reference Number shown on your form of proxy;
 - if you have registered with the Equiniti online portfolio service, by logging onto your portfolio via www.shareview.co.uk and clicking on the link to vote, then following the instructions provided; and
 - if you are a user of the CREST system (including CREST Personal Members), by having an appropriate CREST message transmitted. To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer's agent (ID number RA19) by 11.00 am (BST) on Friday 15 July 2016. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST Personal Members or other CREST sponsored members, and those CREST Members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings, please refer to the CREST Manual (which can be accessed through www.euroclear.com). We may treat a proxy appointment sent by CREST as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

A proxy appointment submitted through www.sharevote.co.uk, www.shareview.co.uk, or the CREST system will not be accepted at any time if found to contain a computer virus.

IMPORTANT: In any case your instructions or the form of proxy in respect of the AGM must be received by the Company's Registrars, Equiniti, no later than 11.00 am (BST) on Friday 15 July 2016.

- 3 You can appoint the Chairman of the AGM to be your proxy at the AGM. If you wish to appoint the Chairman, you need not change this part of the proxy form. If you wish to appoint someone else to be your proxy, you should delete the words "the Chairman of the AGM or" and write the name of the person you wish to be your proxy in the space provided.
- 4 To appoint more than one proxy, please photocopy the form of proxy for each additional proxy, delete the words "all my shares or" and indicate, in the box next to the proxy's name the number of shares in relation to which you authorise them to act as your proxy. Please also mark the appropriate box on each form to indicate that the form of proxy is one of multiple instructions being given by you.
- 5 You may instruct your proxy how to vote by marking the appropriate box next to each resolution on the form of proxy. Details of the resolutions and the explanatory notes are contained in the Notice of AGM circular; these are either enclosed with this form of proxy, or available on the Company's website if you have elected to receive certain Shareholder Communications this way. If in respect of any resolution you have not given specific instructions on how your proxy should vote, your proxy will have discretion to vote on that resolution as they see fit. Your proxy will also have discretion to vote as they see fit on any other business which may properly come before the meeting, including amendments to resolutions, and at any adjournment of the meeting. A vote withheld is not a vote in law, which means that a vote withheld will not be counted in the calculation of votes for or against a resolution.
- 6 This form must be signed. Please note that:
 - in the case of a corporation, the form of proxy should be signed by a duly authorised officer or person, under its common seal or in any other manner authorised by its constitution; and
 - in the case of joint holders (i) only one need sign, and (ii) the vote of the senior holder who tenders a vote, whether in person or by proxy or (in the case of a corporation) by authorised representative, will alone be counted. For this purpose seniority will be determined by the order in which the names appear on the register of members of the Company in respect of the joint holding.
- 7 If necessary, someone else may sign the form on your behalf. In that case, the authority (or a notarially certified copy of such authority) under which the proxy form is signed must be sent with the form. If a proxy is being appointed by an attorney, the power of attorney (or a notarially certified copy of such power of attorney) must be sent with the proxy form, unless it has been previously lodged with the Company's registrars.
- 8 Please initial any amendments made to this form.
- 9 Submitting a form of proxy or making an appointment through www.sharevote.co.uk, www.shareview.co.uk, or the CREST system will not prevent you from attending the meeting and voting in person.

