

The British Land Company PLC

Annual General Meeting Wednesday 29 July 2020 at 9:30am at York House,
45 Seymour Street, London, W1H 7LX

Covid-19

In response to the Covid-19 outbreak, the UK Government has introduced strict social distancing measures (the Public Health Measures), which remain in force at the time of publication of this notice. The health and safety of our shareholders and colleagues is our priority and as a result this year's meeting will need to take a different form to usual. The AGM will be held as a closed meeting focusing only on the formal AGM business and shareholders will not be able to attend in person. **We therefore encourage shareholders not to travel to the AGM venue, as those who do will, regrettably, have to be turned away.**

The Board recognises the importance of the AGM to shareholders and has ensured that you are able to submit questions and vote notwithstanding the Public Health Measures. **You are therefore strongly encouraged to submit a proxy vote appointing the chairman of the meeting to ensure your vote is counted.** Any other person appointed as a proxy will not be permitted to attend the meeting and will not be able to cast votes on your behalf.

To facilitate engagement, we ask that shareholders submit questions by emailing them to agm2020@britishland.com, to arrive no later than close of business on 22 July 2020. We would ask you to restrict yourself to two questions (much as you would at a physical meeting). Answers will be grouped by the theme of the question to avoid repetition and will be published on our website as soon as is practically possible (www.britishland.com/agm).

Notice of Availability

The 2020 Annual Report and Accounts and the Notice of Annual General Meeting are now available to be viewed and downloaded on the Company's website at www.britishland.com/reports and www.britishland.com/agm respectively.

If you wish to receive electronic communications and manage your shareholding online please visit the website of our Registrar, Equiniti, at www.shareview.co.uk and click at the top of the page to register.

Printed copies of any shareholder communications may be requested from Equiniti on 0371 384 2143 from within the UK (or +44 121 415 7047 if calling from outside the UK), or by writing to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA (lines are open from 9.00am to 5.00pm Monday to Friday).



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Form of proxy

1430-179-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 as a closed meeting at York House, 45 Seymour Street, London, W1H 7LX on Wednesday 29 July 2020 at 9:30am (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.

Please read notes 1, 3 and 4 below carefully before completing the proxy appointment below. As the AGM is being held as closed meeting, please note that no proxy other than the chairman of the meeting will be permitted entry to the AGM to cast votes on your behalf.

I/We being (a) holder(s) of ordinary shares of 25 pence each in the Company hereby appoint the chairman of the meeting or the following person:

in respect of all my shares or of my shares, to be my/our proxy and to exercise my/our right to vote on my/our behalf prior to the AGM and at any adjournment of the meeting.

Please indicate your votes by marking the appropriate boxes in black ink like this: ☒ In the absence of any direction, the chairman of the meeting, or the proxy named above, will exercise his, her or its discretion as to whether, and if so how, he, she or it votes. Please refer to note 5 overleaf.

Resolutions 1 to 16 are proposed as ordinary resolutions. Resolutions 17 to 20 are proposed as special resolutions.

Resolutions	Vote			Resolutions	Vote		
	For	Against	Withheld		For	Against	Withheld
1 To receive the Annual Report and audited financial statements for the year ended 31 March 2020.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13 To re-appoint PricewaterhouseCoopers LLP as auditor of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To approve the Directors' Remuneration Report for the year ended 31 March 2020.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14 To authorise the Audit Committee to agree the auditor's remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To re-elect Simon Carter as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15 To authorise the Company to make political donations and political expenditure of not more than £20,000 in total.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To re-elect Lynn Gladden as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16 To authorise the Directors to allot shares, up to a limited amount.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To re-elect Chris Grigg as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17 To empower the Directors to allot shares for cash, without making a pre-emptive offer to shareholders, up to the specified amount.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 To re-elect Alastair Hughes as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18 To empower the Directors to allot additional shares for cash, without making a pre-emptive offer to shareholders, up to the specified amount for use in connection with an acquisition or capital investment.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 To re-elect William Jackson as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19 To authorise the Company to purchase its own shares, up to the specified limit.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 To re-elect Nicholas Macpherson as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	20 To authorise the calling of general meetings (other than an annual general meeting) on not less than 14 clear days' notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 To re-elect Preben Prebensen as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
10 To re-elect Tim Score as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
11 To re-elect Laura Wade-Gery as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
12 To re-elect Rebecca Worthington 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.

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Date

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Signature (see notes 6 and 7 overleaf)

This card should not be used for any comments, change of address or other queries.

Equiniti
Aspect House
Spencer Road
LANCING
BN99 8DU



Business Reply Plus
Licence Number
RTAK-JHGZ-TBXY



Notes on completing the form of proxy

1. In light of the decision to hold this year's AGM as a closed meeting shareholders will, regrettably, not be able to attend the AGM this year. Shareholders who wish to exercise their right to vote are strongly encouraged to appoint the chairman of the meeting as their proxy in order to do so. Appointing someone other than the Chairman of the meeting as your proxy will mean that your votes will not be cast. No proxies other than the chairman of the meeting will be permitted entry to the AGM.

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:

- 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 9.30am on Monday 27 July 2020. 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 9.30am on Monday 27 July 2020.

3. We strongly encourage that you appoint the chairman of the meeting to be your proxy at the AGM. If you wish to appoint the chairman of the meeting, you need not change this part of the proxy form. If you appoint someone else to be your proxy, as explained in note 1 above, your votes will not be cast. To appoint another person as proxy despite this fact, please delete the words 'the chairman of the meeting or' and write the name of the person you wish to be your proxy in the space provided.
4. You may use multiple proxy forms to instruct your proxy to vote in a different manner in respect of different shares. Shareholders may not use multiple proxy forms in respect of the same share(s). To do so, please photocopy the form of proxy for each additional proxy instruction, 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 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.

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 voting and submitting a form in your own name.

