



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 General Meeting (the "Meeting") to be convened electronically in accordance with the Corporate Insolvency and Governance Act 2020 (the "Act") at 10:00 a.m. (South Africa Standard Time) on Tuesday, 1 September 2020.

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 4 overleaf – to ensure that your vote is counted you should appoint the Chair of the Meeting as your proxy)

_____ *(BLOCK CAPITALS)
 Insert number of shares over which this proxy is appointed

as my/our proxy to vote for me/us on my/our behalf at the Meeting of the Company to be convened electronically in accordance with the Act 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 4 overleaf.

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

Resolutions		For	Against	Withheld (see note 6)
1.	To approve the proposed sale by the Group of its aggregate 50% interest in the VIA Outlets joint venture			
2.	To grant the Board authority to allot ordinary shares in connection with the Rights Issue			
3.	To disapply certain pre-emption rights in connection with the Rights Issue†			
4.	To approve the sub-division and consolidation of the ordinary shares in the capital of the Company			
5.	To amend the Company's articles of association†			

† 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 (not taking into account any part of any day that is not a working day).

Signed _____ Dated _____ 2020

NOTES

1. The resolutions proposed by the Board of Directors of the Company to be voted on are set out overleaf.
2. The Board has decided to convene the Meeting electronically in accordance with the provisions of the Corporate Insolvency and Governance Act 2020. Shareholders should vote by way of proxy in advance of the Meeting by returning this Form of Proxy or electronically as set out below. **To ensure that your vote is counted, you should appoint the "Chair of the Meeting" as your proxy.**
3. Only registered holders of ordinary shares, or their duly appointed representatives, whether in the UK or South Africa, are entitled to vote at the Meeting. A member so entitled may appoint one or more proxy(ies), who need not be shareholder(s), to exercise all or any of his/her rights to attend and to speak and vote on his/her behalf.
4. **To ensure your vote is counted, you should appoint the Chair of the Meeting as your proxy. If you wish to appoint a person other than the Chair of the Meeting, please insert the name of the desired proxy in the space provided but note that your vote may not be counted as a result.** 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 (including inserting the name of a proxy other than the Chair of the Meeting, the number of shares over which this Form of Proxy is appointed and the indication as to how you wish your proxy to vote) 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 of the Meeting to act as your proxy.
5. 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.
6. In the case of an individual, this Form of Proxy must be signed by you or your attorney duly authorised in writing.
7. 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.
8. 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).
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 10:00 a.m. (South Africa Standard Time) on 27 August 2020, which is 48 hours, excluding non-business days, before the commencement of the Meeting. See Note 12 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 10:00 a.m. (South Africa Standard Time) on 27 August 2020 at Rosebank Towers, 15 Biermann Avenue, Rosebank 2196, South Africa or:
 - posted to Private Bag X9000, Saxonwold, 2132 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.
13. Voting instructions and requests for letters of representation must be submitted by the relevant CSDP or broker no later than 10:00 a.m. (South Africa Standard Time) on 27 August 2020 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.
15. The Chair of the Meeting may reject or accept any Form of Proxy which is completed and/or received otherwise than in accordance with these notes.
16. You may not use any electronic address provided in this Form of Proxy to communicate with the Company for any purposes other than those expressly stated.
17. Documentary evidence establishing the authority of a person signing this Form of Proxy in a representative capacity must be attached to this Form of Proxy, unless previously recorded by the Company's Transfer Secretary or waived by the Chair of the Meeting.