

# THE PROPERTY FRANCHISE GROUP PLC

Shareholder Reference Number

Please detach this portion before posting this proxy form.

## Form of Proxy - Annual General Meeting to be held on 25 June 2020

To be effective, all proxy appointments must be lodged with the Company's Registrars at:  
Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 23 June 2020 at 11.00 am.

### Explanatory Notes:

1. In ordinary circumstances, every holder has the right to appoint some other person(s) of his choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting.
2. Due to the Covid-19 pandemic and having regard to the Stay at Home measures implemented by the Government, the AGM will be attended by the Chairman and by one other Director (who will also be a shareholder) only. Accordingly, you are requested to appoint the Chairman as your proxy; no other person appointed as your proxy will be admitted to the Annual General Meeting. If your 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 (see reverse) the number of shares in relation to which he is authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).
3. In the current Covid-19 exceptional circumstances, multiple proxies for the Annual General Meeting will not be permitted.
4. The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
5. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
6. The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0370 707 1027 to request a change of address form or go to [www.investorcentre.co.uk](http://www.investorcentre.co.uk) to use the online Investor Centre service.
7. Any alterations made to this form should be initialled.
8. Please note that, contrary to normal procedures and practices, members may not attend the Annual General Meeting and vote in person.
9. All votes in respect of the Resolution put to the meeting will be counted on a poll.

**Kindly Note:** This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

All Named Holders

## Form of Proxy

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I/We hereby appoint the Chairman of the Meeting as my/our proxy to attend and vote in respect of my/our full voting entitlement\* on my/our behalf at the Annual General Meeting of The Property Franchise Group PLC to be held at **2 St Stephen's Court, St Stephen's Road, Bournemouth, Dorset, BH2 6LA** on **25 June 2020** at **11.00 am**, and at any adjourned meeting.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



### Ordinary Resolutions

- |   | For                      | Against                  | Vote Withheld                       |
|---|--------------------------|--------------------------|-------------------------------------|
| 1. That the Company's audited financial statements for the financial year ended 31 December 2019, together with the strategic report and the directors' report and auditor's report on such financial statements be received and adopted. | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 2. That Richard Martin who retires and offers himself for re-appointment in accordance with Article 18 of the Company's articles of association, be re-appointed as a director of the Company.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/>            |
| 3. That Phil Crooks who retires and offers himself for re-appointment in accordance with Article 18 of the Company's articles of association, be re-appointed as a director of the Company.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/>            |
| 4. That BDO LLP be re-appointed as auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company before which audited financial statements of the Company are laid.                       | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/>            |
| 5. That the Directors of the Company be authorised to determine the remuneration of BDO LLP as auditors of the Company.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/>            |
| 6. That the Directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to allot Relevant Securities (as defined in the notes to this resolution).                      | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/>            |

### Special Resolutions

- |  |                          |                          |                          |
|--|--------------------------|--------------------------|--------------------------|
| 7. That subject to passing Resolution 7 the Directors be and are hereby generally and unconditionally empowered pursuant to section 570(1) of the Companies Act 2006 (the "Act") to allot equity securities (as defined in section 560 of the 2006 Act). | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. To authorise the Company to make market purchases of its own shares.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he sees fit or abstain in relation to any business of the meeting.

**Signature**

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**Date**

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

