



**ATTENDANCE CARD
GREAT PORTLAND ESTATES plc
– ANNUAL GENERAL MEETING 2014**

To be held at: Chandos House, 2 Queen Anne Street, London W1, on Thursday, 3 July 2014 at 11.30am.

If you wish to attend this meeting in your capacity as a holder of Ordinary Shares, please sign this card and on arrival hand it to the Company's registrars. This will facilitate entry to the meeting.

Signature of person attending

Barcode:

Investor Code:

**FORM OF PROXY
GREAT PORTLAND ESTATES plc – ANNUAL GENERAL MEETING 2014**

If you cannot attend the Annual General Meeting, you are entitled to appoint someone else, a 'proxy', to attend, speak and vote on your behalf.

Bar Code:

I/We being (a) holder(s) of shares of the above-named Company hereby appoint the person named below or, failing such person, the Chairman of the Meeting

Investor Code:

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held at 11.30am on Thursday, 3 July 2014 and at any adjournment thereof. The proxy is instructed to vote on the Resolutions as indicated below. See note (1) overleaf.

Event Code:

Please mark 'X' here if this appointment is one of multiple appointments being made. See note (2) overleaf.

RESOLUTIONS Please mark 'X' to indicate how you wish to vote

ORDINARY RESOLUTIONS

	For	Against	Vote Withheld*	Discretion**
1 To receive and adopt the audited financial statements together with the directors' and auditors' reports for the year ended 31 March 2014	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
2 To authorise the payment of a final dividend for the year ended 31 March 2014	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
3 To approve the Directors' remuneration report	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
4 To approve the Directors' remuneration policy	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
5 To re-elect Toby Courtauld as a director of the Company	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
6 To re-elect Nick Sanderson as a director of the Company	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
7 To re-elect Neil Thompson as a director of the Company	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
8 To re-elect Martin Scicluna as a director of the Company	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
9 To re-elect Jonathan Nicholls as a director of the Company	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
10 To re-elect Jonathan Short as a director of the Company	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

RESOLUTIONS Please mark 'X' to indicate how you wish to vote

ORDINARY RESOLUTIONS

	For	Against	Vote Withheld*	Discretion**
11 To re-elect Elizabeth Holden as a director of the Company	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
12 To elect Charles Philipps as a director of the Company	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
13 To reappoint Deloitte LLP as auditors	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
14 To authorise the directors to agree the remuneration of the auditors	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
15 To renew the directors' authority to allot shares	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
16 To approve an increase in the maximum aggregate fees payable to Non-Executive Directors	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
SPECIAL RESOLUTIONS				
17 To renew the directors' limited authority to allot shares for cash	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
18 To renew the authority enabling the Company to buy its own shares	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
19 To authorise the calling of general meetings (other than an annual general meeting) on not less than 14 clear days' notice	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

* The 'Vote withheld' option is to enable you to abstain on any of the specified resolutions. Please note that a 'Vote withheld' has no legal effect and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.

** If you select 'Discretionary' or fail to select any of the given options, the proxy is authorised to vote (or abstain from voting) at his or her discretion on the specified resolutions. The proxy is also authorised to vote (or abstain from voting) on any other business which may properly come before the meeting.

To assist with arrangements, if you intend attending the meeting in person please place a 'X' in the box opposite

Signature

Date



- (1) Every holder has the right to appoint some other person(s) of their 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. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided. 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 proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement of that designated account).
- (2) To appoint more than one proxy, you may photocopy the form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). 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 addressed to:
- FREEPOST RLYX-GZTU-KRRG
PXS
34 Beckenham Road
Beckenham, Kent BR3 4TU
- (3) This form of proxy must be executed under the hand of the holder or his duly authorised attorney or in the case of a corporation, it must be executed under its common seal or under the hand of some officer or attorney duly authorised in that behalf. A member of the Company entitled to attend and vote at this meeting may appoint one or more proxies to attend and vote in his stead. A proxy need not also be a member of the Company.
- (4) Lodgement of the form of proxy will not preclude a shareholder from attending the meeting and voting in person.
- (5) This form of proxy must be completed, signed and deposited with the Registrars of the Company, Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, not later than 48 hours before the meeting or adjourned meeting at which the proxy proposes to vote together with any authority (or a notarially certified copy of such authority) under which it is signed. CREST members should refer to the Notice of meeting on pages 152 and 153 of the Annual Report 2014 in relation to the submission of a proxy appointed through CREST. A member must inform the Registrars of the Company in writing of any termination of the authority of a proxy.
- (6) In the case of joint holders, the vote of the senior 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.
- (7) Any alterations made in this form should be initialled.

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34 Beckenham Road
BECKENHAM
BR3 4TU