



**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action you should take you should immediately consult your accountant, solicitor, bank manager, stockbroker or an appropriate independent financial adviser authorised under the Financial Services Markets Act 2000 or, if you are not in the United Kingdom, another appropriately authorised independent adviser.**

**This Mandate Form is not transferable.**

IVC:

**CAPITAL & COUNTIES PROPERTIES PLC SCRIP DIVIDEND SCHEME MANDATE FORM**

This Mandate Form relates to the Scrip Dividend Scheme outlined in the notice of the annual general meeting held on Friday 5 May 2017 (the "Circular") and the Scrip Dividend Booklet (the "Booklet") that accompanied the Circular. Terms capitalised but not defined in this Mandate Form shall have the same meaning as in the Booklet.

**If you wish to participate in the Scrip Dividend Scheme please either elect online via [www.signalshares.com](http://www.signalshares.com) or sign and return this Mandate Form to Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU.**

To be effective for a particular dividend, your Mandate Form must be received by Link Asset Services by no later 5.30 p.m. on the fifth business day after the Record Date for the Relevant Dividend. **Late Mandate Forms will not be accepted.**

**If you wish to continue to receive your dividends in cash or you hold your Ordinary Shares in uncertificated form (in CREST), you should NOT complete or return this Mandate Form. Mandate Forms received in respect of an uncertificated account will not be accepted and will be rejected.**

This Mandate Form applies in respect of your entire shareholding, and will apply only to the next dividend, unless you elect that it applies to all future dividends in respect of which a Scrip Dividend Alternative is offered by the Directors. The Mandate Form may be revoked by you at any time by writing to Link Asset Services at the above address or online via [www.signalshares.com](http://www.signalshares.com).

**To the Directors of Capital & Counties Properties PLC**

I/We the undersigned, being the registered holder(s) of Ordinary Shares in the Company, confirm that I/We have read and understood the terms and conditions of the Scrip Dividend Scheme. I/We hereby elect to receive an allotment of New Ordinary Shares instead of cash, in respect of any future dividend for which a Scrip Dividend Alternative is offered, for my/our maximum entitlement, subject to and in accordance with the articles of association of the Company and the terms and conditions of the Scrip Dividend Scheme as modified from time to time.

By signing this Mandate Form I/we confirm that I/we am/are not prohibited from receiving or electing to receive scrip dividends in accordance with the terms and conditions of the Scrip Dividend Scheme and the regulatory and legal requirements of any applicable overseas jurisdiction.

I/We hereby authorise you to make payment of or to retain any Cash Balances to be carried forward under the Scrip Dividend Scheme in accordance with the terms and conditions of the Scrip Dividend Scheme.

This Mandate Form will apply for (please tick the appropriate box):

- i. All future dividends that are paid by the Company on all the Ordinary Shares registered in my/our name(s), until this Mandate Form is revoked by me/us by notice in writing to Link Asset Services; **or**
- ii. The next dividend to be paid.

I/We authorise you to send me/us by post, at my/our own risk, a share certificate in respect of New Ordinary Shares allotted and issued to me/us under the Scrip Dividend Scheme.

Holder 1 signature\* ..... Name.....

Holder 2 signature..... Name.....

Holder 3 signature..... Name.....

Holder 4 signature..... Name.....

Daytime telephone number ..... Date.....

Email address .....

\* If you hold your Capital & Counties Properties PLC Ordinary Shares jointly with others then you must arrange for all joint holders to sign this Mandate Form. In the case of a corporation, this form should be executed under its common seal or be signed by a duly authorised official whose capacity must be stated.