

FORM OF PROXY

WYNNSTAY PROPERTIES PLC
EXTRAORDINARY GENERAL MEETING

Wynnstay Properties PLC
18 Southampton Place, London, WC1A 2AJ

I/We:

Name _____

Address _____

Postcode _____

being a member of the Company hereby appoint the Chairman of the Meeting OR the following person

[Empty box for Name of Proxy]

[Empty box for Number of Shares]

Please leave this box blank if you have selected the chairman. Do not insert your own name(s).

Name of Proxy

Number of Shares

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement on my/our behalf at the Extraordinary General Meeting of the Company to be held at the offices of Field Fisher Waterhouse LLP, 35 Vine Street, London EC3N 2AA at 10.00 a.m. on 22 January 2010 and at any adjournment thereof.

Please indicate by ticking the box if this proxy appointment is one of multiple appointments being made*

* For the appointment of more than one proxy, please refer to explanatory note 1(c) (opposite).

Resolutions

Ordinary Resolution

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

For [] Against [] Vote Withheld []

1 To approve the waiver granted by the Panel on Takeovers and Mergers

Resolutions

Special Resolution

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

For [] Against [] Vote Withheld []

2 To authorise the directors for the purposes of Section 701 of the Companies Act 2006, as amended to make one or more market purchases of ordinary shares in the capital of the Company

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

Signature _____ Date _____

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

Explanatory Notes

- 1. To appoint as a proxy a person other than the Chairman of the meeting insert the full name in the space provided. A proxy need not be a member of the Company. You can also appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by you. The following options are available:
(a) To appoint the Chairman as your sole proxy in respect of all your shares, simply fill in any voting instructions in the appropriate box and sign and date the Form of Proxy.
(b) To appoint a person other than the Chairman as your sole proxy in respect of all your shares, delete the words 'the Chairman of the meeting (OR)' and insert the name and address of your proxy in the spaces provided. Then fill in any voting instructions in the appropriate box and sign and date the Form of Proxy.
(c) To appoint more than one proxy, you may photocopy this form. Please indicate the proxy holder's name and 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 if the proxy instruction is one of multiple instructions being given. If you wish to appoint the Chairman as one of your multiple proxies, simply write 'the Chairman of the Meeting'. All forms must be signed and should be returned together in the same envelope.
2. Unless otherwise indicated the proxy will vote as he thinks fit or, at his discretion, abstain from voting.
3. The Form of Proxy below must arrive at Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU during usual business hours accompanied by any power of attorney under which it is executed (if applicable) no later than 10.00 a.m. on 20 January 2010.
4. A corporation must execute the Form of Proxy under either its common seal or the hand of a duly authorised officer or attorney.
5. The 'Vote Withheld' option is to enable you to abstain on any particular resolution. Such a vote is not a vote in law and will not be counted in the votes 'For' and 'Against' a resolution.
6. Shares held in uncertified form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
7. Completion and return of the Form of Proxy will not preclude you from attending and voting in person at the Meeting should you subsequently decide to do so.
8. If you prefer, you may return the Form of Proxy to the Registrar in an envelope addressed to FREEPOST RSBH-UXKS-LRBC, PXS, 34 Beckenham Road, Beckenham BR3 4TU.
9. As explained in the accompanying circular, voting on resolution 1 is required to be conducted on a poll.

Third fold and tuck in

Business Reply
Licence Number
RSBH-UXKS-LRBC



PXS
34 Beckenham Road
BECKENHAM
BR3 4TU

First Fold

Second fold