

BWP REIT PLC
(the “Company”)

PROXY FORM - ANNUAL GENERAL MEETING

Form of Proxy for use at the **Annual General Meeting** of the Company to be held on the 3rd Floor, The Monument Building, 11 Monument Street, London EC3R 8AF at 10:30am BST on Friday, 31 March 2023.

Full Name of Shareholder:

Shareholder's Address:

Voting I.D.

Task I.D.

Shareholder Reference Number

I/We are a shareholder of the Company. We appoint the chair of the meeting / the person named below to act as my/our proxy to vote at the above meeting to exercise on my/our behalf all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlements at the Annual General Meeting (“AGM”) of BWP REIT plc to be held on the 3rd Floor, The Monument Building, 11 Monument Street, London EC3R 8AF at 10:30am BST on Friday, 31 March 2023, and at any adjournment thereof.

Name of Proxy	Number and class of Shares being voted

We direct our proxy to vote on the following resolutions as we have indicated by marking the appropriate box with an ‘X’ next to the resolutions proposed at the AGM as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting or adjourned meeting.

In the case of a corporation, this appointment must be made under its common seal or be signed on its behalf by an attorney or duly authorised signatory. Please complete this form and return it to the Registrar, to arrive no later than 10:30am BST on Wednesday, 29 March 2023.

Please indicate how you wish to cast your vote by placing a cross in ink in the relevant box below.

ORDINARY RESOLUTIONS		For	Against	Vote withheld
Resolution 1	To receive and adopt the Annual Report and Financial Statements of the Company for the period ended 30 September 2022 (the “Annual Report”).			
Resolution 2	To re-elect Edmund Craston as a director of the Company.			
Resolution 3	To re-elect Andrea O’Keeffe as a director of the Company.			
Resolution 4	To re-elect Ian White as a director of the Company.			
Resolution 5	To re-appoint Haysmacintyre LLP as the auditor of the Company in accordance with section 489 of the Companies Act 2006 until the conclusion of the next Annual General Meeting of the Company at which the accounts are laid before the Company, and to authorise the Directors to determine the remuneration of the auditor.			
Resolution 6	Authority for Directors to generally and unconditionally, in accordance with section 551 of the Companies Act 2006 as amended (the “Act”), exercise all powers of the Company to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares, as described under resolution 6 of the Notice of Annual General Meeting.			

SPECIAL RESOLUTIONS				
Resolution 7	To disapply pre-emption rights in respect to the allotment and/or sale of equity securities under section 551 of the Act, as described under resolution 7 of the Notice of Annual General Meeting.			
Resolution 8	To further disapply pre-emption rights for investment purposes of making a follow-on offer in respect to the allotment and/or sale of equity securities as defined in section 560 (3) of the Act, as described under resolution 8 of the Notice of Annual General Meeting.			
Resolution 9	To authorise market purchases (within the meaning of section 693 of the Act) of ordinary shares in the capital of the Company in accordance with section 701 of the Act, as described under resolution 9 of the Notice of Annual General Meeting.			

Unless otherwise instructed, the proxy may vote as he/she thinks fit or abstain from voting.

Signed _____

Date:

NOTES:

FORM OF PROXY

- As a member of the Company you are entitled to appoint a proxy or proxies to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes. If the proxy is being appointed in relation to part of your holding only, please enter in the box next to the proxy's name the number of shares in relation to which they are authorised to act as your proxy. If this box is left blank, they will be authorised in respect of your full voting entitlement. This form of proxy confers authority to demand or join in demanding a poll and to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit and to confer the right to speak at a meeting.
- Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person and vote, your proxy appointment will automatically be terminated.

APPOINTMENT

- A proxy does not need to be a member of the Company but must attend the meeting to represent you. If you wish to appoint a proxy other than the chair of the meeting, insert their full name in the box. If you leave this space blank, the chair of the meeting will be appointed as your proxy. Where you appoint as your proxy someone other than the chair, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the chair and give them the relevant instructions directly.
- You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you may copy this form. If you are appointing more than one proxy, please indicate 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 and indicate by ticking the relevant box that the proxy appointment is one of multiple appointments being made. Multiple proxy appointments should be returned together in the same envelope.
- In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

VOTING DIRECTIONS

- To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting, including a motion to adjourn.

RETURNING YOUR FORM OF PROXY

- To appoint a proxy using this form, the form must be:
 - completed, signed and sent or delivered to Equiniti by post at Freepost RTHJ-CLLL-KBKU, Aspect House, Spencer Road, Lancing, West Sussex BN99 8LU; or
 - submitted electronically as indicated in note 12 below; or
 - your original form or its electronic submission must be received by the Company's registrar no later than 10:30am BST on Wednesday, 29 March 2023, being 48 hours before the date and time of the meeting.
- In the case of an appointor that is a corporation, the proxy appointment shall be either given under appointor common seal or signed on its behalf by an agent lawfully authorised in writing or by a duly authorised officer of the corporation. The signature on such instrument appointing a proxy need not be witnessed.
- If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the Notice of Annual General Meeting.
- 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 there, will be determined by reference to the Register of Members of the Company at 10:30am BST on Wednesday, 29 March 2023, the day which is two working days before the day of the meeting or adjourned 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.

CREST AND SHAREVIEW SERVICES

- To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number RA19) no later than 10:30am BST on Wednesday, 29 March 2023, two working days before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- Alternatively, if you would prefer to appoint your proxy electronically, you may do so by logging onto the Registrar's website www.shareview.co.uk using the Voting ID, Task ID and Shareholder Reference Number (SRN) printed on your Form of Proxy. Members who have already registered with the Registrar's online portfolio service, Shareview, can submit a proxy by logging onto www.shareview.co.uk, accessing their profile and clicking on the link to vote.

AMENDING YOUR CONTACT DETAILS

- The address details on the front of this Form of Proxy show how your address appears on the Register of Members. If this information is incorrect, please call the Shareholder helpline on 0371 384 2030 to request a change of address form or log on to www.shareview.co.uk. Lines are open 8.30am to 5.30pm (UK time), Monday to Friday (excluding public holidays in England and Wales). If calling from outside of the UK, please ensure the country code is used.