

FORM OF PROXY

Voting ID

Task ID

Shareholders Reference Number:

You may submit your proxy electronically at www.sharevote.co.uk using the above numbers.

I/We, being a member(s) of Primary Health Properties PLC (the “**Company**”) entitled to attend, speak and vote at the general meeting of the Company to be held at 10.30 a.m. on Monday 4 January 2021 at 5th Floor, Greener House 66–68 Haymarket, London SW1Y 4RF (the “**General Meeting**”), hereby appoint the Chairman of the General Meeting or the following person:

Name of Proxy Number of Shares

as my/our proxy to vote* on my/our behalf as indicated below and on any other resolution as he/she thinks fit at the General Meeting, and in the event that the General Meeting is adjourned, at any adjourned meeting. At the time of publication of the Notice of General Meeting, the UK Government has restricted social gatherings. In light of these restrictions, the General Meeting will be held as a closed meeting and members will not be permitted to attend in person. Accordingly, members are strongly encouraged to appoint a proxy.

Please indicate here if this form of proxy appointment is one of multiple appointments being made (see note 2).

I appoint my/our proxy to exercise all or any of my/our rights to attend, speak* and vote* for me/us and on my/our behalf at the General Meeting and any adjournment thereof in the manner indicated below (see note 2). If no indication is given, your proxy may vote as he/she thinks fit or withhold from voting on the Resolutions or any other business at the General Meeting. Please indicate how you wish to vote on each Resolution by marking an “X” in the appropriate box below in black ink. If you choose ‘Withheld’, your vote is not a vote in law and will not be counted in the calculation of the proportion of the votes “For” and “Against” the relevant Resolution.

	For*	Against*	Vote withheld*	Discretionary*
ORDINARY RESOLUTION				
1. To:				
(a) approve the proposed substantial property transaction (within the meaning of section 190 of the Companies Act 2006) to be made between the Company and Harry Hyman; and				
(b) authorise the Directors to allot shares in connection with the section 190 Companies Act 2006 transaction; and				
(c) approve the new Directors’ Remuneration Policy				

SPECIAL RESOLUTION

2. To approve the adoption of the new Articles of Association				
---	--	--	--	--

Signature

Date

Please ensure you read the Notes carefully before completing this Form of Proxy.

NOTICE OF AVAILABILITY

The Notice of General Meeting and Circular to which this Form of Proxy relates and the New Directors’ Remuneration Policy and the New Articles of Association are now available to be viewed and downloaded on the Company’s website: www.phygroup.co.uk/investors/results-centre/. If you wish to receive electronic communications and manage your shareholding online please visit the website of our Registrar, Equiniti at www.shareview.co.uk and click to register at the top of the page. Printed copies of any shareholder communications may be requested from our Registrar, Equiniti on 0371 384 2030 from within the UK (or +44 121 415 7047 from outside the UK).

Notes:

1. To be entitled to vote at the General Meeting, members must be registered in the Register of Members of the Company by 6.30 p.m. on 30 December 2020 (or, if the General Meeting is adjourned, at 6.30 p.m. on the date that is two days prior to the adjourned meeting, excluding any day which is not a working day). Changes to entries on the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the General Meeting or adjourned meeting.
2. A member of the Company entitled to attend, speak and vote at the General Meeting is entitled to appoint a proxy to exercise all or any of his rights to attend, speak and vote on his behalf. A form of proxy is attached. As the General Meeting will be held as a closed meeting, you are encouraged to appoint the Chairman of the Meeting as your proxy in order for your vote to be counted at the General Meeting. You can, if you wish, appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to different shares held by you. A proxy need not be a member of the Company but must attend the General Meeting in person to represent the member.
 - To appoint more than one proxy, you may photocopy the form of proxy. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box on the form of proxy if the proxy instruction is one of multiple instructions being given.
 - Where a form of proxy does not state the number of shares to which it applies, the proxy is deemed to have been appointed in relation to the total number of shares registered in the name of the appointing member.
 - Where a form of proxy does not state the number of shares to which it applies but is one of multiple proxy instructions or where the aggregate number of shares exceeds a member's entire holding, then the total number of shares registered in the name of the appointing member will be apportioned pro rata.
4. If the Form of Proxy is returned without an indication as to how the proxy shall vote on any Resolution, the proxy will exercise his/her discretion as to whether and how he/she votes.
5. In the case of a corporation or government body, this form of proxy must be signed by a person who is authorised following a resolution of the board or other governing body, or by authority which is given under seal or signed by an officer duly authorised by

the corporation or government body. In accordance with the Companies Act 2006 (as amended by the Companies (Shareholders' Rights) Regulations 2009), each such representative may exercise (on behalf of the corporation or government body) the same powers as the corporation or government body could exercise if it were an individual member of the Company. It is no longer necessary to nominate a designated corporate representative.

6. In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated and 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. For this purpose, seniority will be determined by the order in which the names stand in the Register of Members in respect of the shares.
7. To be valid, the completed form of proxy, together with any power of attorney or other authority (if any) under which it is signed, must be lodged with the Company's registrars, Equiniti Limited, at the address overleaf by no later than 10.30 a.m. on 30 December 2020.
8. Any alteration to this Form of Proxy should be initialled by the person who signed it.
9. If you do not wish the Form of Proxy to be seen by anyone except the Company and the Company's registrar, you should post it in an envelope to the address shown on the Form of Proxy. No stamp is required for UK registered members.
10. To register the appointment of a proxy electronically, log onto the website www.sharevote.co.uk and follow the instructions provided. The proxy appointment must be received by Equiniti Limited by no later than 10.30 a.m. on 30 December 2020.
11. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment thereof by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointment proxy, must be transmitted so as to be received by our agent, Equiniti Limited, ID RA19, no later than 10.30 a.m. on 30 December 2020.
11. The statements of the rights of members in relation to the appointment of proxies in paragraphs 2 to 9 above do not apply to Nominated Persons. The rights described in these paragraphs may only be exercised by shareholders of the Company.



Business Reply Plus
Licence Number
RTAK-EULR-BRYC



Equiniti
Aspect House
Spencer Road
LANCING