

Admission Card
Millennium & Copthorne Hotels plc
 General Meeting

Shareholder Reference Number

To be held at the offices of Linklaters LLP at One Silk Street, London, EC2Y 8HQ on 4 November 2019 at 10.00 a.m.

If you attend the General Meeting, please complete this admission card where indicated and hand it in at the registration desk when you arrive. Entry will be restricted to shareholders only and guests will not be admitted to the meeting.

Signature

Date

Millennium & Copthorne Hotels plc
Proxy Form – General Meeting to be held on 4 November 2019

Please read this Proxy Form and the notes below before completing this form.

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Shareholder Reference Number

I/We, the undersigned, hereby appoint the Chair of the Meeting or

in respect of all of my shares;

Name	*Number of Shares

as my proxy/ies to attend and speak* and vote* on my behalf at the General Meeting of Millennium & Copthorne Hotels plc (the “Company”) to be held on 4 November 2019 and at any adjournment of it.

Please indicate with an “X” in the appropriate boxes how you wish the proxy or proxies to vote or if you wish them to abstain from voting.

If you appoint multiple proxies and wish to give them separate instructions to vote or abstain from voting, please indicate how you wish each proxy to vote or abstain from voting by writing in each appropriate box in the name of the proxy and the number of shares to be voted or withheld from voting by him or her.

Ordinary Resolution	For	Against	Vote Withheld
1 To authorise the Directors to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolutions			
2 To re-register the Company as a private limited company under the name Millennium & Copthorne Hotels Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To adopt new Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature	Date

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The proxy or proxies are to vote as instructed in respect of the resolutions specified above.

In the absence of instructions the proxy or proxies may vote or abstain from voting the shares with respect to which he or she has been appointed as he or she thinks fit on both:

- the resolutions specified above; and
- unless instructed otherwise, on any other business (including amendments to resolutions and procedural resolutions) which may come before the Meeting.

The “vote withheld” option is to allow you to instruct your proxy or proxies to abstain from voting on any of the specified resolutions. Please note that an abstention has no legal effect and will not be counted in the votes “For” or “Against” a resolution.

Any alterations to this Proxy Form should be initialled.

If you complete and return the Proxy Form this will not prevent you from attending in person and voting at the Meeting should you subsequently decide to do so.

When you have completed and signed this form, **please return it** to the address on the enclosed return envelope. **Postage has been paid.**

To be valid the Proxy Form or other instrument appointing a proxy or proxies must be received by post or (during normal business hours only) by hand at Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA by no later than 10.00 a.m. on 31 October 2019.

Instructions

- If you intend to come to the General Meeting please complete the **Admission Card** and bring this with you to the Meeting.
- **If you cannot attend the General Meeting**, you are entitled to appoint a proxy to exercise **all** or **any** of your rights to **attend** and to **speak** and **vote** on your behalf at the meeting. If you want to appoint a proxy please complete, sign and return the Proxy Form above after carefully reading the Proxy Form and the instructions below.
- You can appoint the Chair of the Meeting or anyone else to be your proxy at the General Meeting. You can also, if you wish, appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you.
 - To appoint the **Chair** as your **sole proxy** in respect of all of your shares insert your name at the top of the form and fill in any voting instructions and sign and date the Proxy Form, but leave all other proxy appointment details blank.
 - To appoint a **single proxy** in respect of all your shares **other than** the Chair, cross out only the words “the Chair of the Meeting” and insert the name and address of your proxy (who need not be a member of the Company). Then complete the rest of the Proxy Form, but leave all other proxy appointment details blank.
 - To appoint **more than one** proxy:
 - cross out the words “the Chair of the Meeting/.....in respect of all of my shares”;
 - fill in the names and addresses of each of your proxies in the blanks provided. If you wish to appoint the Chair as one of your multiple proxies you can just write “the Chair of the Meeting”; and
 - make sure that for each proxy appointed in this way you fill in, alongside the proxy’s details, the number of shares in respect of which each proxy is appointed.
- The Proxy Form gives your proxy or proxies full rights to attend, speak and vote. If you wish to restrict the rights of your proxies please cross out either or both of the words “speak” or “vote” as you feel appropriate where indicated by an asterisk.
- If the Proxy Form is signed by someone else on your behalf, their authority to sign must be returned with the Proxy Form. In the case of a joint holding, any holder may sign. If the shareholder is a corporation, the form must be executed under its common seal or signed by an officer, attorney or other person duly authorised by the corporation.
- To be entitled to vote at the meeting (and for the purpose of determining the number of votes you may cast), you must be entered on the Company’s register of members at 6.30 p.m. (London time) on 31 October 2019 or, if the meeting is adjourned, you must be entered on the register at 6.30 p.m. (London time) two days prior to the date fixed for the adjourned meeting.
- Full details of the resolutions to be proposed at the General Meeting, with explanatory notes, are set out in the Notice of General Meeting enclosed with this card.