

# THE CITY PUB GROUP PLC (the "Company")

## FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING ON 7 JUNE 2023

I/we (name in full) ..... of  
(address) .....

the undersigned being a member/members of the Company  
hereby appoint the Chairman of the meeting or (see Note 1)

Number of shares (see Notes 3 and 4)

as my/our proxy to attend, vote and speak for me/us on my/our behalf at the Annual General Meeting of the Company to be held on 7 June 2023 at 12 noon at The Phene, 9 Phene Street, London, SW3 5NY and at any adjournment thereof.

Please indicate here with an X if this Form of Proxy is one of multiple instructions being given (see Note 3).

I/we direct my/our proxy to vote on the resolutions set out in the notice convening the General Meeting as follows (see Note 2):

### Resolutions:

	For	Against	Withheld (See note 5)
1. To receive and adopt the Annual Financial Statements for the financial period ended 25 December 2022.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors Remuneration Report for the period to 25 December 2022.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-appoint Clive Watson as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-appoint Holly Elliott as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-appoint Rupert Clark as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-appoint Emma Fox as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-appoint Richard Prickett as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-appoint Neil Griffiths as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-appoint Haysmacintyre LLP as auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To authorise the directors to fix the auditor's remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To grant authority to the directors to allot equity securities (subject to limits and restrictions).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To disapply the statutory pre-emption rights in relation to shares allotted pursuant to resolution 11 above subject to certain limits and restrictions.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To disapply the statutory pre-emption rights in relation to shares allotted pursuant to resolution 11 above for acquisitions or capital investments subject to certain limits.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To grant authority to purchase own shares on market up to 10 per cent. of the Company's issued share capital.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

Date

To be valid, the Form of Proxy and any additional Forms of Proxy must be lodged with Equiniti Limited, FREEPOST RTHJ-CLLL-KBKU, Aspect House, Spencer Road, Lancing, West Sussex BN99 8LU (no stamp is required) by 12 noon on Monday 5 June 2023

## Notes:

1. Shareholders are encouraged to appoint the Chairman as proxy. A proxy need not be a member of the Company but must attend the meeting in person to represent you.
2. To direct your proxy how to vote on the resolutions, please mark the appropriate box with an X. Except as otherwise indicated your proxy may vote or abstain from voting as he/she sees fit.
3. You may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to different shares. You may not appoint any more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you should photocopy the Form of Proxy. On each Form of Proxy, please indicate in the box next to the proxy holder's name, the number of shares in relation to which you authorise them to act as your proxy. Please also indicate by marking the box if the proxy instruction is one of multiple instructions being given. The total number of shares entered on all the Forms of Proxy which you submit must not exceed the number of shares you hold in the Company. All forms must be signed and should be returned together in the same envelope.

You are advised to read the terms and conditions of use carefully. A stamp is not required if posted in the UK or the Channel Islands. To be valid, all Forms of Proxy and additional Forms of Proxy must be signed and should be returned to Equiniti Limited, FREEPOST RTHJ-CLLL-KBKU, Aspect House, Spencer Road, Lancing, West Sussex BN99 8LU (no stamp is required) by 12 noon on Monday 5 June 2023.

4. If no number of shares is entered, the proxy will be authorised to act on your behalf in relation to your entire shareholding in the Company.
5. The vote withheld option is provided to enable you to abstain on any particular resolution. It should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of votes For or Against a resolution. If no voting indication is given, your proxy will vote or abstain from voting at his discretion.
6. A Form of Proxy for a body corporate must be either signed by a duly authorised officer or attorney of such body or executed under its common seal.
7. Only one of the joint holders need sign. If more than one joint holder tenders a vote in person or by proxy, the vote of the person whose name stands first in the register will be accepted to the exclusion of the votes of the other joint holders.

CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST manual [www.euroclear.com](http://www.euroclear.com). 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 appointed proxy, must be transmitted so as to be received by our agent **Equiniti Limited, FREEPOST RTHJ-CLLL-KBKU, Aspect House, Spencer Road, Lancing, West Sussex BN99 8LU (no stamp is required)** no later by 12 noon on Monday 5 June 2023.

Please see the notes to the notice of meeting for further information on proxy appointments through the CREST facility.

8. You may not use any electronic address provided in this Form of Proxy to communicate with the Company for any purposes other than those expressly stated.
9. Completion of this Form of Proxy will not preclude you from attending and voting in person at the meeting should you so wish.
10. 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(s) thereof by using the procedures described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)).

CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (Euroclear) specifications and must contain the information required for such instructions, as described in the CREST Manual.

The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent Equiniti by the latest time(s) for receipt of proxy appointments specified above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of CREST by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.