PROXY FORM

Invista Real Estate Investment Management Holdings plc

INVISTA
REAL ESTATE
INVESTMENT MANAGEMENT

I/We .....

of.....

being a member of Invista Real Estate Investment Management Holdings plc hereby appoint the Chairman of the Meeting or failing him:

Name of proxy..... Number of shares in relation to which the proxy is authorised to act .....

as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at 3.00 p.m. on Thursday 26 May 2011 at the offices of Hawkpoint Partners Limited, 41 Lothbury, London, EC2R 7AE and at any adjournment thereof.

☐ Please tick here if this proxy appointment is one of multiple appointments being made

I/We direct my/our proxy to vote on the resolutions as set out in the Notice convening the Annual General Meeting as follows:

	FOR	AGAINST	WITHHELD
1. To receive and adopt the Report and Accounts			
2. To approve the Remuneration Report			
3. To re-elect Mr Douglas Ferrans as a Director of the Company			
4. To re-elect Mr Guy Eastaugh as a Director of the Company			
5. Re-Appointment and remuneration of Auditors			
6. Authority to allot Ordinary Shares			
7. Disapplication of pre-emption rights			
8. Authority to make market purchases of Ordinary Shares			
9. Capital Reduction of the Share Premium Account			

Dated ..... 2011 ..... Signature

Notes:

1. If it is desired to appoint any other person as proxy strike out the words 'the Chairman of the Meeting' above and add the name of the proxy you wish to appoint in the space provided. Please initial any such alteration. If you sign and return the form with no name in the space provided, the Chairman of the Meeting will be deemed to be your proxy. If you wish a proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
2. You are entitled to appoint one or more proxies (who need not be an ordinary shareholder of the Company) to attend, speak and vote in your place at the Annual General Meeting. If you appoint more than one proxy, each proxy must be appointed to exercise the rights attached to a different share or shares held by you. To appoint more than one proxy you will need to complete a separate Proxy Form for each proxy. Copies of additional Proxy Forms can be obtained from the Company's registrars, Capita Registrars, PXS, 34 Beckenham Road, BECKENHAM, BR3 4TU, or you may photocopy the Proxy Form indicating on each copy the name of the proxy to be appointed and the number of shares in respect of which the proxy is appointed. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. The total votes cast and abstentions recorded by you or your duly appointed proxies may not, in aggregate, exceed the total number of the votes exercisable by you in respect of Ordinary Shares in the Company of which you are the holder. All Proxy Forms should be returned together in the same envelope.
3. Please indicate how you wish your proxy to vote by placing a tick in the appropriate box.
4. Failure to comply with the above will be deemed to authorise the proxy to vote or to abstain from voting at the Annual General Meeting as your proxy deems fit in respect of all the votes exercisable by such proxy. Your proxy can also do this on any other business which may come before the meeting, including amendments to resolutions and any procedural business.
5. The signature of any joint holder is sufficient.
6. A corporation can complete the proxy under its common seal or under the hand of a duly authorised officer.
7. Where appointment of a proxy is signed on behalf of the appointor by an attorney, the power of attorney or a copy thereof certified notarially or in some way approved by the directors must (failing previous registration with the Company) be submitted to the Company, failing which the appointment may be treated as invalid.
8. The "withheld" option on this Proxy Form is provided to enable you to instruct your proxy not to vote on any particular resolution. However, a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of the results for and against the resolution.
9. The completion and lodging of this form will not preclude you from attending the Annual General Meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should you wish to do so. If you do attend the meeting in person, your proxy appointments will be terminated automatically.
10. To be effective, this Proxy Form, duly signed, must be received by the Company's Registrars, Capita Registrars, PXS, 34 Beckenham Road, BECKENHAM, BR3 4TU, no later than 3.00 p.m. on 24 May 2011.

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