

Form of proxy for Brammer plc Court Meeting

In the High Court of Justice
CR-2016-007316
Chancery Division, Companies Court
In the matter of Brammer plc
and in the matter of the Companies Act 2006

PLEASE READ THE NOTICE CONVENING THE COURT MEETING DATED 12 DECEMBER 2016, THE EXPLANATORY NOTES SET OUT IN SUCH NOTICE AND THE SECTION ENTITLED "ACTION TO BE TAKEN BY BRAMMER SHAREHOLDERS" IN THE SCHEME DOCUMENT, WHICH HAS BEEN SENT TO SHAREHOLDERS, BEFORE COMPLETING THIS FORM OF PROXY

I/we.....
PLEASE USE BLOCK LETTERS

of.....

.....
being (a) member(s) of Brammer plc, hereby appoint

.....
regarding.....shares
or Bill Whiteley or failing him the duly appointed chairman of the meeting, as my/our proxy to vote on my/our behalf at the meeting of holders of Scheme Shares to be held at 11:00 am on Tuesday, 10 January 2017 and at any adjournment thereof for the purposes of considering and if thought fit, approving (with or without modification) the proposed Scheme of Arrangement referred to in the Notice convening the meeting and at such meeting, or any adjournment thereto, to vote for me/us and in my/our name(s) for the Scheme (either with or without modification, as my/our proxy may approve) or against the Scheme.

Please indicate by placing a tick in the appropriate box below how you wish your proxy to vote at the meeting.

Signed Date

Please tick here if this proxy appointment is one of multiple proxies being made (see note 2)

FOR the Scheme	AGAINST the Scheme
Signed: <input type="text"/>	Signed: <input type="text"/>

IMPORTANT: If you wish your proxy to vote for the Scheme in accordance with the notice of the Court Meeting forming part of the Scheme Document, insert your signature in the box marked "FOR the Scheme". If you wish your proxy to vote against the Scheme, insert your signature in the box marked "AGAINST the Scheme". If you sign in both boxes, or if you do not sign in either box, then this proxy form shall be invalid. In addition, please remember to sign and date this form to validate your proxy instruction.

Notes:

- Members are entitled to appoint a proxy of their choice to attend, speak and vote at the meeting. If any other proxy is preferred, strike out the name "Bill Whiteley", add the name of the proxy you wish to appoint and initial the alteration. A proxy need not be a member of the company.
- If you are appointing more than one proxy you must indicate the number of shares in respect of which you are making this appointment, you should include the number in the box provided for your first named proxy and either obtain (an) additional proxy form(s) from Equiniti at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA or you may photocopy this form. Please return all the forms together and tick the box to indicate each form is one of multiple instructions being given. Please take care when completing the number of shares; if the total number of shares exceeds the total held by the member, or if it is not specified to which share or shares the appointments relate, the directors of the company have absolute discretion to decide which of the proxies so appointed shall be entitled to attend and vote.
- If this form is returned without any indication as to how the person appointed proxy shall vote, the proxy will exercise discretion as to how the proxy votes or whether the proxy abstains from voting. The proxy may vote (or abstain from voting) on any other matter which may properly come before the meeting.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the meeting if you so wish.
- CREST members who wish to appoint a proxy or proxies for the meeting (or any adjournment of it) through the CREST electronic proxy appointment service may do so using the procedures described in the CREST Manual. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must be transmitted so as to be received by Equiniti (ID RA19), by no later than 5:30 pm on Friday, 6 January 2017 (or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting). Please refer to the notes to the notice of the meeting for further information on proxy appointments through CREST.
- If the appointer is a corporation this form must be signed as a deed or appropriately signed by a duly authorised officer or attorney, stating their capacity.
- In the case of joint holders the signature of any one holder will be sufficient but the names of all joint holders should be stated. If more than one proxy is received from joint holders the proxy received from the holder of the most senior will be accepted. Seniority shall be determined by the order in which the names stand in the register of members.
- To be valid, this form must be completed and deposited, together with any powers of attorney under which it is signed, at the offices of Equiniti at the address shown overleaf not less than 48 hours (excluding any part of a day that is not a working day) before the time fixed for the holding of the meeting.
- Any alteration in this proxy must be initialled.
- If two or more valid forms of proxy are delivered in respect of the same share, the one which was delivered last (regardless of its date or the date of its execution) will be valid.
- Terms defined in the scheme document dated 12 December 2016 (the "Scheme Document") shall have the same meaning when used in this Form of Proxy, unless the context otherwise requires.



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