

Form of proxy for Brammer plc General Meeting

PLEASE READ THE NOTICE CONVENING THE GENERAL 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 general meeting of the company to be held at 11:15 am on Tuesday, 10 January 2017 and at any adjournment thereof. Please indicate by placing a tick in the appropriate box below how you wish your proxy to vote on the resolution to be submitted to the meeting.

Signed Date

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

Special Resolution	For	Against	Withheld
1 To give effect to the Scheme, as set out in the Notice of General Meeting, including the amendments to the articles of association of Brammer plc			

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 11:15 am 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.
- The vote withheld option is provided to enable you to abstain on the resolution. It should be noted that a vote withheld is not a vote in law and will not be counted as a vote For or Against the resolution.
- 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.



Freeport RTHJ-CLLL-KBKU
Equiniti
Aspect House
Spencer Road
LANCING
BN99 8LU