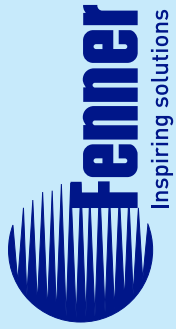


## Attendance Card Fenner PLC Court Meeting

A Court Meeting of Fenner PLC (the **Company**) convened with the permission of the Court under Part 26 of the Companies Act 2006 will be held on 16 May 2018 at 11.00 a.m. at the offices of Pinsent Masons LLP



Barcode:

Investor Code:

Signature

### Meeting Venue:

The offices of Pinsent Masons LLP, 1 Park Row, Leeds, LS1 5AB



### Attendance

If you wish to attend the Court Meeting, please sign this card and bring it with you for production at the registration desk to authenticate your right to attend. You will receive a poll card at the Court Meeting after registering at the registration desk. If you submit a Form of Proxy with voting instructions in advance of the Court Meeting, but you choose to attend the Court Meeting in person, you need not complete the poll card unless you wish to change your vote.

You are encouraged to complete and return the Form of Proxy that accompanies this attendance card even if you wish to attend the Court Meeting. Doing so will not prevent you from attending, voting or speaking in person at such meeting, but will ensure that your vote is counted if you are unable to attend.

If you are unable to attend the Court Meeting, you are entitled to appoint another person or persons as your proxy to exercise all or any of your rights to attend the meeting and to vote and speak on your behalf. You may register your proxy appointment(s) and voting instructions by returning the Form of Proxy that accompanies this attendance card. Please see the Notes on the reverse of this attendance card for further details.

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## Fenner PLC Fenner PLC Court Meeting

IN THE HIGH COURT OF JUSTICE BUSINESS AND PROPERTY COURTS OF ENGLAND AND WALES IN THE MATTER OF FENNER PLC AND IN THE MATTER OF THE COMPANIES ACT 2006

### FORM OF PROXY

#### Court Meeting

Please read the notice of the Court Meeting in the Scheme Document and the explanatory notes below before completing this form.

Barcode:

Investor Code:

Event Code:

By an order dated 11 April 2018 made in the matter of Fenner PLC (the **Company**), the Court has granted permission for a meeting of the Scheme Shareholders (as defined in the scheme document of the Company dated 12 April 2018 (the **Scheme Document**)) to be convened for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement pursuant to Part 26 of the Companies Act 2006 (the **Scheme**) between the Company and the Scheme Shareholders (as defined in the Scheme Document) and that such court meeting shall be held at the offices of Pinsent Masons LLP, 1 Park Row, Leeds, LS1 5AB on 16 May 2018 at 11.00 a.m. (London time) (the **Court Meeting**) at which place and time all Scheme Shareholders are requested to attend.

I/We, being a holder of Scheme Shares (as defined in the Scheme Document) of the Company entitled to attend, speak and vote at the Court Meeting, hereby appoint the Chairman of the Court Meeting or the following person as my/our proxy to attend, speak and vote for me/us on my/our behalf in respect of the following number of Scheme Shares:

Name of Proxy<sup>1</sup>:

Number of Scheme Shares<sup>2</sup>:

at the Court Meeting, and any adjournment thereof, and to vote for me/us and in my/our name for the Scheme or against the Scheme (with or without any changes, as my/our proxy may approve) as indicated below. Unless otherwise instructed, the proxy may vote as he thinks fit in respect of any other business which may properly come before the Court Meeting.

Note 1: If you do not wish to appoint the Chairman of the Court Meeting as your proxy, add in block capitals the name of your chosen proxy in the empty box above. Please leave the box empty if you wish to appoint the Chairman of the Court Meeting as your proxy.

Note 2: Please leave the box empty if you wish to appoint a proxy in relation to all of your Scheme Shares.

Tick box if this proxy appointment is one of multiple proxy appointments. For the appointment of more than one proxy, please refer to explanatory note 8.

**IMPORTANT: If you wish to vote for the Scheme, sign your name in the box marked "FOR the Scheme". If you wish to vote against the Scheme, sign your name in the box marked "AGAINST the Scheme". Only insert your signature once. If you sign both boxes, or if you do not sign in either box, then this Form of Proxy will be invalid. Joint shareholders should refer to note 9 below.**

FOR the Scheme:

AGAINST the Scheme:

Date:

Date:

Please detach this portion of the Form of Proxy before posting. Members who hold their shares in uncertificated form through CREST who wish to appoint a proxy or proxies through the CREST electronic appointment service may do so by using the procedures described in the CREST Manual.

If the Form of Proxy is not returned by the specified time, it may be handed to the Chairman of the Court Meeting or the Registrar at the Court Meeting before the start of the Court Meeting (please refer to explanatory note 5).

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1. Full details of the Court Meeting, with explanatory notes, are set out in the Notice of Court Meeting which is set out in Part Nine of the Scheme Document. Before completing this Form of Proxy please also read "Actions to be taken" set out in paragraph 9 of Part Two of the Scheme Document. Terms defined in the Scheme Document sent to Scheme Shareholders on 12 April 2018 shall apply in this Form of Proxy unless the context otherwise requires.

2. Only Scheme Shareholders, or their duly appointed representatives, are entitled to attend, speak and vote at the Court Meeting. A Scheme Shareholder may appoint one or more proxies (provided that each proxy is appointed to exercise rights attached to a different share or shares), who need not be Scheme Shareholders, to exercise all or any of his/her rights to attend, speak and vote on his/her behalf. Proxies may only be appointed using the procedures set out in this Form of Proxy. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this Form of Proxy has been issued in respect of a designated account for a Scheme Shareholder, that designated account). The Form of Proxy gives your proxy(es) a designated account for that designated account). The Form of Proxy gives your proxy(es) full rights to attend, speak and vote. If you wish to restrict the rights of your proxy(es) please cross out either or both of the words 'speak' or 'vote' as you feel appropriate. Any proxy appointed pursuant to this Form of Proxy will vote as indicated by this Form of Proxy on the Scheme. For any other business arising at the Court Meeting (including any procedural motion or resolution not listed in the notice of the Court Meeting) the proxy appointed pursuant to this Form of Proxy will vote at his sole discretion.

3. This Form of Proxy (i) in the case of an individual must either be signed by the appointor or his attorney or authenticated in accordance with the Company's articles; and (ii) in the case of a corporation must be either given under its common seal or be signed on its behalf by an attorney or a duly authorised officer of the corporation or authenticated with the Company's articles. Any signature on or on authentication of such appointment need not be witnessed. Where an appointment of a proxy is signed on behalf of the appointor by an attorney, the power of attorney or a copy thereof certified notari ally or in some other way approved by the directors must be submitted to the Company, failing which the appointment may be treated as invalid.

4. The appointment of a proxy will not prevent a Scheme Shareholder from subsequently attending and voting at the Court Meeting in person. If a Scheme Shareholder appoints a proxy or proxies and then decides to attend the Court Meeting in person and vote on a poll using his poll card, then the vote in person will override the proxy vote(s). If the vote in person is in respect of the Scheme Shareholder's entire holding then all proxy votes will be disregarded. If, however, the Scheme Shareholder votes at the meeting in respect of less than the Scheme Shareholder's entire holding, and the Scheme Shareholder indicates on his polling card that all proxies are to be disregarded, that shall be the case; but if the Scheme Shareholder does not specifically revoke proxies, then the vote in person will be treated in the same way as if it were the last received proxy and earlier proxies will only be disregarded to the extent that to count them would result in the number of votes being cast exceeding the Scheme Shareholder's entire holding.

5. To be valid, the Form of Proxy, and any power of attorney or other authority under which it is executed (or duly certified copy of any such power of attorney), must be (a) sent (or delivered by hand during normal business hours) to the Company's Registrars, Link Asset Services, FXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU (b) lodged using the CRST electronic proxy appointment service in accordance with the procedures set out in the CRST Manual or (c) registered electronically on the internet at [www.signatures.com](http://www.signatures.com), in each case, so as to arrive no later than 11.00 a.m. (London time) on 14 May 2018 or, if the Court Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned Court Meeting. If the Form of Proxy is not returned by the specified time, it may be handed to the Chairman of the Court Meeting or the Company's Registrars. Link, before the start of the Court Meeting. A stamp is not required if posted in Great Britain, the Channel Islands or Northern Ireland. A proxy appointment sent by CRST may be treated as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001. The CRST Manual is available by logging on to [www.euroclear.com](http://www.euroclear.com). Only those Scheme Shareholders registered in the register of shareholders of the Company as at 6.00 p.m. on 14 May 2018 or if the Court Meeting is adjourned, as at 6.00 p.m. on the day that is two days (excluding non-working days) prior to the Court Meeting, will be entitled to attend or vote at the Court Meeting in respect of the number of Scheme Shares registered in their names at that time. Changes to entries on the relevant register of shareholders after 6.00 p.m. on 14 May 2018, or, if the Court Meeting is adjourned, after 6.00 p.m. on the day that is two days (excluding non-working days) prior to the Court Meeting, will be disregarded in determining the rights of any person to attend or vote at the Court Meeting.

7. If you wish to appoint more than one proxy in respect of your shareholding, mark the box where indicated and photocopy the Form of Proxy or contact the Company's Registrars, Link, by telephone on 0871 664 0300 (from within the UK) or on +44 371 664 0300 (from outside the UK) for further Forms of Proxy. Lines are open from 9.00 a.m. to 5.30 p.m. (London time) Monday to Friday excluding public holidays in England and Wales. Calls will be charged at 12p per minute plus your phone company's access charge or at the applicable international rate. Different charges may apply to calls from mobile telephones. Please note that calls may be recorded and Link cannot provide legal, tax or financial advice. Different charges may apply to calls from mobile telephones. Please note that calls may be recorded and Link cannot provide legal, tax or financial advice, or advice on the merits of the Scheme.

10. Any alterations to this Form of Proxy must be initialised by the person who signs it.

11. You may not use any electronic address provided either in this Form of Proxy, in the Notice of Court Meeting or in any related documents to communicate with the Company for any purposes other than those expressly stated.

12. The Court has appointed Vanda Murray OBE, or failing her, Mark Abrahams, or failing him, John Pratt to act as Chairman of the Court Meeting and has directed the Chairman to report the result thereof to the Court.

13. If you have any questions relating to the Form of Proxy, please call Link between 9.00 a.m. and 5.30 p.m. Monday to Friday (except public holidays in England and Wales) on 0871 664 0300 (from within the UK) or +44 371 664 0300 (from outside the UK). Calls will be charged at 12p per minute plus your phone company's access charge or at the applicable international rate. Different charges may apply to calls from mobile telephones. Please note that calls may be recorded and Link cannot provide legal, tax or financial advice, or advice on the merits of the Scheme.

## Notes to the Form of Proxy

Business Reply Plus  
Licence Number  
RLUB-TBUK-EGUC



Link Asset Services  
PXS  
34 Beckenham Road  
BECKENHAM  
BR3 4TU