

Attendance Card Fenner PLC General Meeting

A General Meeting of Fenner PLC (the **Company**) will be held on 16 May 2018 at 11.15 a.m. (or, if later, immediately after the conclusion or adjournment of the Court Meeting) at the offices of Pinsent Masons LLP



Attendance

If you wish to attend the General 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 General Meeting after registering at the registration desk. If you submit a Form of Proxy with voting instructions in advance of the General Meeting, but you choose to attend the General Meeting in person, you need not complete the poll card unless you wish to change your vote. It is intended that the resolution voted upon at the General Meeting will be subject to a poll (rather than a show of hands) which means that a shareholder has one vote for every share held. The voting procedure will be explained at the General Meeting.

You are encouraged to complete and return the Form of Proxy that accompanies this attendance card even if you wish to attend the General 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 General 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) 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.

Barcode:

Investor Code:

Signature of person attending:

Meeting Venue:

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



Fenner PLC Fenner PLC General Meeting

FORM OF PROXY

General Meeting of Fenner PLC at 11.15 a.m. on 16 May 2018 to be held at Pinsent Masons LLP,
1 Park Row, Leeds, LS1 5AB
Please complete this Form of Proxy in black ink and see Notes overleaf

Barcode:

Investor Code:

Event Code:

I/We appoint the Chairman of the General Meeting or the following person to be my/our proxy to exercise all or any of my/our rights to attend and to speak and vote on my/our behalf at the General Meeting of Fenner PLC to be held at 11.15 a.m. on 16 May 2018 and at any adjournment thereof. I/We appoint my/our proxy to attend, speak and vote on the Special Resolution (in its original form or subject to any modification) in the manner 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 General Meeting.

Name of Proxy:

Number of shares proxy appointed over:

Please leave this box blank if you have selected the Chairman. Do not insert your name(s).

Please indicate here with an 'X' if this Form of Proxy is one of multiple instructions being given (see Note 9 overleaf).

Please indicate your vote by marking the appropriate box like this:

Special Resolution

To give effect to the Scheme, as set out in the Notice of General Meeting, including the amendments to the Articles of Association.

FOR AGAINST WITHHELD

Signature (see Notes 2 and 12 overleaf)

Date

This Form of Proxy, postage for which has been prepaid, must be signed and dated before it is posted to Link Asset Services (Link). 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.

1. Full details of the special resolution to be proposed at the General Meeting, with explanatory notes, is set out in the Notice of General Meeting which is set out in Part Ten 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 Fenner Shareholders on 12 April 2018 shall apply in this Form of Proxy unless the context otherwise requires.

2. Only Fenner Shareholders, or their duly appointed representatives, are entitled to attend, speak and vote at the General Meeting. A Fenner 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 Fenner 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 Fenner Shareholder, the full voting entitlement for that designated account). The Form of Proxy gives your proxy(ies) full rights to attend, speak and vote. If you wish to restrict the rights of your proxy(ies) 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 special resolution. For any other business arising at the General Meeting (including any procedural motion or resolution not listed in the notice of the General 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 in accordance with the Company's articles. Any signature on or 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 notorally or in some other way approved by the directors must (unless previously registered with the Company) be submitted to the Company, failing which the appointment may be treated as invalid.

4. The appointment of a proxy will not prevent a Fenner Shareholder from subsequently attending and voting at the General Meeting in person. If a Fenner Shareholder appoints a proxy or proxies and then decides to attend the General Meeting 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 Fenner Shareholder's entire holding then all proxy votes will be disregarded. If, however, the Fenner Shareholder votes at the meeting in respect of less than the Fenner Shareholder's entire holding, and the Fenner Shareholder indicates on his polling card that all proxies are to be disregarded, that shall be the case; but if the Fenner 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 Fenner 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 authority), must be (a) sent (or delivered by hand during normal business hours) to the Company's Registrars, Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU (b) lodged using the CREST electronic proxy appointment service in accordance with the procedures set out in the CREST Manual or (c) registered electronically on the internet at www.signastshares.com, in each case, so as to arrive no later than 11.15 a.m. (London time) on 14 May 2018 or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned General Meeting. A stamp is not required if posted in Great Britain, the Channel Islands or Northern Ireland. A proxy appointment sent by CREST may be treated as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001. The CREST Manual is available by logging on to www.euroclear.com.

6. Please indicate with an 'X' in the boxes how you wish your vote to be cast. Unless otherwise instructed, the person appointed as proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting on the resolution and on any other business (including amendments to the resolution and any procedural business, including any resolution to adjourn), which may come before the General Meeting.

7. The 'Withheld' option on the Form of Proxy is provided to enable you to abstain on the resolution. However, a vote withheld is not a vote in law and will not be counted in the calculation of proportion of votes 'For' and 'Against' the resolution.

8. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only those Fenner Shareholders registered in the register of members of the Company as at 6.00 p.m. on 14 May 2018 or, if the General Meeting is adjourned, as at 6.00 p.m. on the day that is two days (excluding non-working days) prior to the General Meeting, will be entitled to attend or vote at the General Meeting in respect of the number of Fenner Shares registered in their name at that time. Changes to entries on the relevant register of members after 6.00 p.m. on 14 May 2018, or, if the General Meeting is adjourned, after 6.00 p.m. on the day that is two days (excluding non-working days) prior to the General Meeting, will be disregarded in determining the rights of any person to attend or vote at the General Meeting.

9. 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 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, or advice on the merits of Fenner Shares are sent to the Company's Registrars, Link Asset Services, 34 Beckenham Road, Beckenham, Kent BR3 4TU.

10. A Fenner Shareholder which is a corporation may authorise a person or persons to act as its representative(s) at the General Meeting, in accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that it does not do so in relation to the same shares.

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

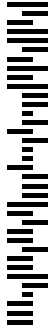
12. In the case of joint holders, any one holder may vote, if more than one holder is present at the meeting, or purports to appoint a proxy, only the vote of, or appointment made by, the senior holder will be accepted, seniority being determined by the order in which the names appear on the register.

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

14. 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 Form of Proxy

Business Reply Plus
Licence Number
RLUB-TBUK-EGUC



Link Asset Services
PXS
34 Beckenham Road
BECKENHAM
BR3 4TU

