

# Anpario plc Form of proxy

for use at the Annual General Meeting ("AGM") to be held at 10.30 am on Thursday 27 June 2019 at the offices of Peel Hunt LLP, Moor House, 120 London Wall, London, EC2Y 5ET.

I/We \_\_\_\_\_  
(please complete in capitals)

of \_\_\_\_\_  
being (a) member(s) of Anpario plc, hereby appoint the Chairman of the AGM or the following person

\_\_\_\_\_ (see note 3)

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement on my/our behalf at the AGM of Anpario plc to be held at 10.30 am on 27 June 2019 and at any adjournment of the AGM.

Please insert number of shares in relation to which this proxy is authorised to act.

Please tick here if this proxy appointment is one of multiple appointments being made. For the appointment of more than one proxy, please refer to note 2.

I/We would like my/our proxy to vote on the resolutions proposed at the AGM as indicated on this form. Unless otherwise instructed, the proxy may vote as he or she thinks fit or abstain in relation to any business of the AGM.

I/We acknowledge that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes for and against the resolutions set out below.

## Resolutions

Full details of the resolutions are set out in the notice of Annual General Meeting accompanying this form.

	For	Against	Vote withheld
1. To receive the accounts for the year ended 31 December 2018.			
2. To declare a final dividend of 5.0p per ordinary share payable on 26 July 2019 to shareholders on the register at close of business on 12 July 2019.			
3. To re-elect Richard P Edwards as a Director who retires by rotation.			
4. To re-appoint Deloitte LLP as auditors and authorise the Directors to agree the auditors' remuneration.			
5. To renew the Directors' authority to allot unissued share capital or grant rights to subscribe or convert any security into shares in the Company pursuant to Section 551 of the Companies Act 2006.			
6. To authorise the Directors to allot equity securities for cash as if Section 561(1) of the Companies Act 2006 did not apply to any such allotment.			
7. To grant to the Company authority to exercise its power to purchase its own shares.			

Please indicate with an "X" in the spaces above how you wish your vote to be cast.

Please indicate if you wish to attend the AGM by ticking here.

Signature(s) \_\_\_\_\_

Date \_\_\_\_\_

## Notes

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights to attend, speak and vote on their behalf at the AGM. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided. If the proxy is being appointed 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 proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
2. To appoint more than one proxy, an additional proxy form or forms may be obtained by contacting the registrars of the Company, Share Registrars Limited on 01252 821390 during normal office opening hours or you may photocopy this form. Please indicate 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. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. If you wish to appoint a specified person as your proxy, please delete the words "the Chairman of the AGM" and insert the full name of the proxy and initial the alteration. If no name is inserted, the Chairman of the AGM will be your proxy.
4. The vote of the senior of joint holders who tenders a vote (whether in person or by proxy) shall be accepted to the exclusion of the vote(s) of other joint holder(s). For this purpose the senior joint holder shall be the one whose name appears in the register of members first. In the case of joint holders only one need sign this form, but please state the names of all joint holders.
5. In the case of a corporate shareholder, this form should be validly executed on behalf of the company under its common seal or under the hand of a duly authorised officer or attorney.
6. A proxy must act in accordance with any instructions given by the appointing holder.
7. To be valid, this form of proxy must be:
  - completed and signed;
  - sent or delivered to Share Registrars Limited at The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR or by facsimile transmission to 01252 719232;
  - alternatively, the completed proxy form can be scanned and emailed to [proxies@shareregistrars.uk.com](mailto:proxies@shareregistrars.uk.com); and
  - in any case received by Share Registrars Limited no later than 48 hours (excluding non-business days) prior to the AGM.

When returning this form of proxy you should also send any power of attorney or other authority (or a notarially certified copy thereof) under which it is signed.

8. Completion and return of this form of proxy will not prevent you from attending and voting at the AGM.
9. Any alteration to this form should be initialled.
10. To be entitled to attend and vote at the AGM (and for the purpose of determining the number of votes cast), members must be entered on the Company's register of members not less than 48 hours (excluding non-business days) before the time set for the AGM. This time will still apply for the purpose of determining who is entitled to attend and vote at the AGM (and for the purpose of determining the number of votes cast) if the AGM is adjourned from its scheduled time by 48 hours (excluding non-business days) or less. If the AGM is adjourned for a longer period, members who wish to attend and vote at the AGM must be entered on the Company's register of members not less than 48 hours (excluding non-business days) before the time set for the adjourned AGM.
11. The "vote withheld" option is provided to enable you to abstain on any particular resolution; however, it should be noted that a "vote withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "for" and "against" a resolution.