

# Morgan Advanced Materials plc

## ATTENDANCE CARD – 2016 ANNUAL GENERAL MEETING

Annual General Meeting on Friday 6 May 2016 at The Lincoln Centre, 18 Lincoln's Inn Fields, London WC2A 3ED at 10.30am (the Meeting).

If you are attending the Meeting, please sign this card and, on your arrival, hand it to the Company's registrar at the entrance to the Meeting.

Signature of person attending

□

□

□

□

Bar code:

Investor code:

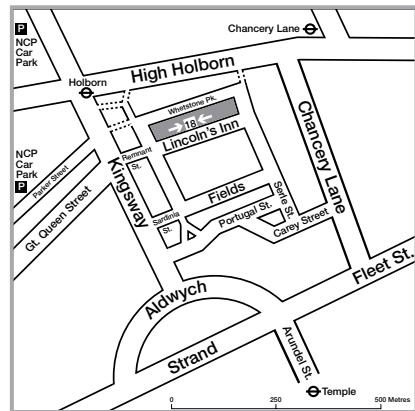
### NOTICE OF AVAILABILITY – NOTICE OF AGM AND ANNUAL REPORT AND ACCOUNTS IMPORTANT – PLEASE READ CAREFULLY

You can access the 2015 Annual Report and Accounts and Notice of Annual General Meeting (AGM) on the Company's website at [www.morganadvancedmaterials.com](http://www.morganadvancedmaterials.com) under 'Investors'.

If you wish to receive a paper copy of either document, please contact Capita Asset Services, 34 Beckenham Road, Beckenham Kent BR3 4TU.

**Please note the deadline for receiving proxies is 10.30am on Wednesday 4 May 2016**

### Location of AGM: The Lincoln Centre



The Lincoln Centre, 18 Lincoln's Inn Fields, London WC2A 3ED

Tel: +44 (0)20 7936 1300

Registered in England No. 286773. Registered Office: Quadrant, 55-57 High Street, Windsor, Berkshire SL4 1LP

PLEASE TEAR HERE

# Morgan Advanced Materials plc

## PROXY FORM – 2016 ANNUAL GENERAL MEETING

If you cannot attend the Meeting you may use this form to appoint a proxy on your behalf.

Bar code:

Investor code:

Event code:

I/We the undersigned being a member(s) of the above Company and entitled to vote at the above-mentioned Meeting hereby appoint the Chairman of the Meeting or (see notes 2 and 3 overleaf)

Number of Shares  
(see notes 2 and 3 overleaf)

to act as my/our proxy at the Annual General Meeting to be held on Friday 6 May 2016 at 10.30am at The Lincoln Centre, 18 Lincoln's Inn Fields, London WC2A 3ED and at any adjournment thereof as directed below. I/We also authorise my/our proxy to vote (or withhold the vote) as he or she thinks fit in relation to any other matter which is properly put before the Meeting. Please indicate with an 'X' in the boxes below how you wish your vote to be cast in respect of the following resolutions (see note 4 overleaf).

Please tick here if this proxy appointment is one of multiple appointments being made (see note 3 overleaf).

Resolutions 1 to 14 will be proposed as ordinary resolutions.

Resolutions 15 and 16 will be proposed as special resolutions.

- 1 To receive the audited accounts and the Auditor's and Directors' Reports for the year ended 31 December 2015
- 2 To approve the Directors' remuneration policy
- 3 To approve the Directors' Remuneration Report for the year ended 31 December 2015
- 4 To approve an amendment to the Long-Term Incentive Plan
- 5 To declare a final dividend of 7.0 pence per Ordinary share
- 6 To re-elect Andrew Shilston as a Director
- 7 To re-elect Douglas Caster as a Director
- 8 To elect Pete Raby as a Director
- 9 To elect Helen Bunch as a Director



- 10 To re-elect Rob Rowley as a Director
- 11 To reappoint KPMG LLP as auditor of the Company
- 12 To authorise the Audit Committee to determine the auditor's remuneration
- 13 To authorise the Company and its subsidiaries to make political donations
- 14 To authorise the Directors to allot shares
- 15 To empower the Directors to disapply pre-emption rights
- 16 To enable the Company to convene a general meeting (other than AGMs) on at least 14 days' notice



Signature

Date

#### NOTES RELATING TO THE PROXY FORM

1. Every holder has the right to appoint some other person(s) of their choice as his or her proxy to exercise all or any of his or her rights, to attend, speak and vote on their behalf at the Meeting. A proxy need not be a member of the Company.
2. If you wish to appoint a proxy other than the Chairman of the Meeting, please delete the words 'the Chairman of the Meeting or' and substitute the name of your choice. 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 securities 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 in the case of a corporate shareholder, the full voting entitlement for each relevant designated account).
3. A member may appoint a proxy or proxies by (i) completing this proxy form, together with the power of attorney (if any) under which it is signed, or a notarially certified copy thereof, and depositing it at the offices of the Company's registrar, Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham BR3 4ZF. Alternatively, you may return the proxy form in an envelope to **FREEPOST CAPITA PXS (this is the only address information required and no stamp is needed)** by the latest time for receipt of proxy appointments specified in the Notice of Meeting; or (ii) if you are a user of the CREST system (including CREST Personal Members), having an appropriate CREST message transmitted (please see note 5 below). To appoint more than one proxy, an additional proxy form may be obtained by contacting Capita Asset Services on 0871 664 0300 (calls cost 12p per minute plus your phone company's access charge. Lines are open 9.00am – 5.30pm, Monday to Friday) or from outside the UK +44 (0)20 8639 3399, or you may copy this form. Please indicate in the box next to the proxy holder's name the number of securities 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.
4. You may instruct your proxy how to vote by marking the appropriate box next to each resolution. The resolutions are contained in the Notice of Meeting and further details are contained in the Explanatory notes in the Notice of Meeting. If in respect of any resolution you have not given specific instructions on how your proxy should vote, your proxy will have discretion to vote on that resolution in respect of the voting entitlement you granted to that proxy, as they see fit. Your proxy will also have discretion to vote as they see fit on any other business which may properly come before the Meeting, including amendments to resolutions, and at any adjournment of the Meeting. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution.
5. To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer's agent (ID number RA10) by the latest time for receipt of proxy appointments specified in the Notice of Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST Personal Members or other CREST sponsored members and those CREST Members who have appointed a voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings, please refer to the CREST Manual. The Company may treat a proxy appointment sent by CREST as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
6. The Company specifies that only those holders of Ordinary shares of 25p each, registered in the register of members of the Company at 6.00pm on Wednesday 4 May 2016 (or, in the event that the Meeting is adjourned, in the register of members at 6.00pm on the day which is two days (excluding any part of a day that is not a working day) before the day of the adjourned Meeting) shall be entitled to attend and vote at the Meeting in respect of the number of Ordinary shares registered in their names at that time. Changes to entries on the register of members after 6.00pm on Wednesday 4 May 2016 (or, in the event that the Meeting is adjourned, in the register of members after 6.00pm on the day which is two days (excluding any part of a day that is not a working day) before the day of the adjourned Meeting) shall be disregarded in determining the rights of any person to attend or vote at the Meeting.
7. The proxy form must be signed. In the case of joint accounts, one holder may sign the proxy form. The vote of the senior who tenders a vote will be taken to the exclusion of all others.
8. In the case of a corporation, this form must be executed either under its common seal or under the hand of an Officer or Attorney duly authorised.
9. In the case of joint holders of Ordinary shares any one of such holders may vote at the Meeting, either personally or by proxy, in respect of those shares, and if more than one of such joint holders is present at the Meeting, either personally or by proxy, the joint holder whose name stands first on the register as one of such holders shall be entitled to vote in respect thereof.
10. Except as provided above, members who wish to communicate with the Company in relation to the Meeting should do so using the means set out in the notes to the Notice of Meeting. No other methods of communication will be accepted. In particular you may not use any electronic address provided either in this proxy form or in any related documents to communicate with the Company for any purposes other than those expressly stated. For further information in relation to this proxy form, please refer to the notes to the Notice of Meeting.
11. Completion and return of this proxy form will not preclude you from attending and voting at the Meeting should you wish to do so.

Business Reply Plus  
Licence Number  
RLUB-TBUX-EGUC



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Beckenham  
BR3 4ZF