

2019 AGM Admission Card



Annual General Meeting to be held at 11.30 am on Friday 26 April 2019 at Glaziers Hall, 9 Montague Close, London Bridge, London, SE1 9DD - see location map overleaf.

Notice of Availability: Annual Report and Accounts 2018 (the Accounts) and Notice of the AGM

Important – please read carefully

You can now access the Accounts and Notice of the AGM by visiting the Company’s website: www.seniorplc.com

If you wish to receive a paper copy of either, or both, the Accounts or the Notice of the AGM, please contact Senior plc on +44 (0)1923 714 749. Lines are open from Monday to Friday 9.00am – 5.30pm.

Attendance at Annual General Meeting

If you attend the Meeting, please bring this card with you to show as evidence of your right to be admitted to the Meeting.

Please note that the deadline for receiving proxies is 11.30am on 24 April 2019, which is 48 hours before the start of the AGM (excluding non-working days).

2019 AGM Proxy Form

Please detach and post this section



0228-061-S

Shareholder Reference Number

I/We, being (a) Member(s) of Senior plc, hereby appoint the Chairman of the Meeting, OR the following person (see Note A)

No. of shares

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 Annual General Meeting of the Company to be held on 26 April 2019 at 11.30am and at any adjournments thereof. I/We direct my/our proxy to vote on the resolutions set out in the Notice convening the Annual General Meeting as indicated opposite.

If you do not indicate how your proxy shall vote, he/she will exercise his/her discretion both as to how he/she votes and as to whether or not he/she abstains from voting.

Signature

Date

Please tick this box if this appointment is one of multiple appointments being made (see Note B).

Please indicate with an “X” how you wish your proxy to vote (see Note C).

	For	Against	Vote withheld (see Note D)
1. Adoption of Annual Report & Accounts, including supplementary Reports & Financial Statements 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of Directors’ Remuneration Report 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Declaration of a Final 2018 Dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Elect Rajiv Sharma as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Re-elect Bindi Foyle as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Re-elect Ian King as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Re-elect Celia Baxter as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Re-elect Susan Brennan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Re-elect Giles Kerr as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Re-elect David Squires as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Re-elect Mark Vernon as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Re-appoint Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Auditor’s Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Authority to allot equity securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. Authority to disapply pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. Authority to purchase the Company’s own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. 14-day notice period for general meetings	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

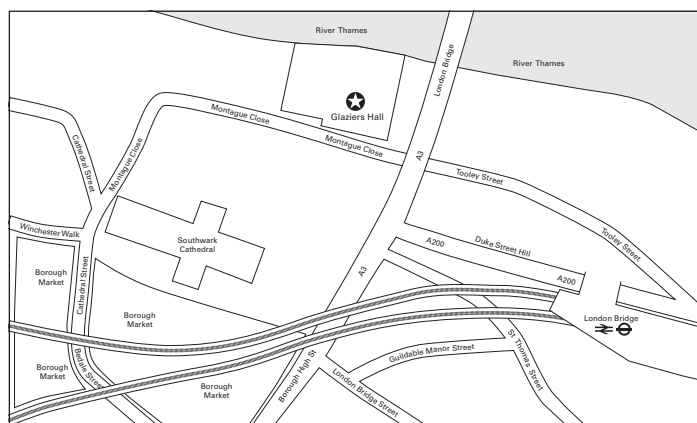


Notes for completion of proxy form

- (A) If you wish to appoint as your proxy someone other than the Chairman of the Meeting, insert the name of your chosen proxy in the space provided in the first box. If the proxy is being appointed in relation to part of your holding only, please enter in the box next to the proxy's name the number of shares in relation to which they are authorised to act as your proxy. If this box is left blank, they will be authorised in respect of your full voting entitlement.
- (B) To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Company's Registrars, Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA. If you are appointing more than one proxy, 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 relevant box if the proxy appointment is one of multiple appointments being made. Multiple proxy appointments should be returned together in the same envelope. No proxy may be authorised to exercise votes which any other proxy has been authorised to exercise.
- (C) In the absence of instructions, the person appointed proxy may vote or refrain from voting as he or she thinks fit on the specified resolutions and, unless instructed otherwise, the person appointed proxy may also vote or refrain from voting as he or she thinks fit on any other business (including amendments to resolutions) which may properly come before the Meeting.
- (D) The "Vote Withheld" option is provided to enable you to refrain from voting 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.
- (E) This form must be signed and dated by the shareholder or his/her attorney duly authorised in writing. If the shareholder is a company, it may execute under its common seal, by the signature of a director and its secretary or two directors or other authorised signatories in the name of the company or by the signature of a duly authorised officer or attorney. In the case of joint holdings, any one holder may sign this form. The vote of the senior joint holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the Register of Members in respect of the joint holding. The completion and return of this form will not preclude a shareholder from attending the Meeting and voting in person.
- (F) To be valid, this form must be completed and lodged with the Company's Registrars, Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, together with the power of attorney or other authority (if any) under which it is signed or a copy of such authority certified notarially, by 24 April 2019 at 11.30am.

- (G) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service, may do so by using the procedures described in the CREST Manual (available via www.euroclear.com). CREST Personal Members or other CREST sponsored members and those CREST members who have appointed a service provider(s) should refer to their CREST sponsor or voting service provider(s) who will be able to take the appropriate action on their behalf.
- (H) In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The 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, in order to be valid, be transmitted so as to be received by the issuer's agent (RA19) by 11.30am on 24 April 2019. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- (I) The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001.

The map below shows the location of Glaziers Hall, 9 Montague Close, London Bridge, London, SE1 9DD, where the Annual General Meeting of Senior plc is to be held.



**Business Reply Plus
Licence Number
RTAR-CRAE-XGYA**



**Equiniti
Aspect House
Spencer Road
Lancing
BN99 8HJ**