DeLaRue

Attendance Card

Please bring this card with you to the meeting and present it at shareholder registration/accreditation.

The Chairman of De La Rue plc invites you to attend the Annual General Meeting of the Company to be held at **The Hampshire Court Hotel, Centre Drive, Great Binfields Road, Chineham, Basingstoke, RG24 8FY** on **20 July 2017** at **10:30am**.

Shareholder Reference Number

Please detach this portion before posting this proxy form.

Form of Proxy - Annual General Meeting to be held on 20 July 2017

Cast your Proxy online**...It's fast, easy and secure!**
www.investorcentre.co.uk/eproxy
You will be asked to enter the control number, shareholder reference number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 914474
SRN:
PIN:

To view the Annual Report online visit: **http://www.delarue.com/investors/shareholder-information/agm-information/2017**

Register at **www.investorcentre.co.uk -** elect for electronic communications & manage your shareholding online!

To be effective, all proxy appointments must be lodged with the Company's registrars at:
Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 18 July 2017 at 10:30am.

Explanatory 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 meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). 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 (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).
2. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the registrar's helpline on 0370 703 6375 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking 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. The 'Vote Withheld' option overleaf 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.
4. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the register of members of the Company at 6:00pm on Tuesday 18 July 2017. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
5. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
6. The above is how your address appears on the register of members. If this information is incorrect please ring the registrar's helpline on 0370 703 6375 to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service.
7. Any alterations made to this form should be initialled (unless you are completing an email or online version).
8. The completion and return of this form will not preclude a member from attending the meeting and voting in person.
9. In the case of joint holders the signature of only one of the joint holders is required, but if more than one votes, the vote of the first named on the register of members will be accepted to the exclusion of the other joint holders.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

All Named Holders

Please detach this card before posting the proxy form below.

Meeting Information

The AGM will be held at The Hampshire Court Hotel, Centre Drive, Great Binfields Road, Chineham, Basingstoke, RG24 8FY at 10:30am on Thursday 20 July 2017.

The meeting itself will start at 10:30am but the doors will be open from 10:00am.

If you require any further information, please contact Alexandra Thomas on 01256 605385.

Directions

From the M4
Exit at Junction 11 and follow signs to the A33 towards Basingstoke. At the fifth roundabout (Chineham Centre Roundabout) take the second left onto Great Binfields Road. The hotel is a quarter of a mile along this road on the left hand side.

From the M3
Exit at Junction 6 and follow the A33 to Reading. Turn right at the Chineham Centre Roundabout onto Great Binfields Road. The hotel is a quarter of a mile along this road on the left hand side.

Nearest train station
Basingstoke station - 2.5 miles

Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chairman.
Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).

	*

I/We hereby appoint the Chairman of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the Annual General Meeting of De La Rue plc to be held at **The Hampshire Court Hotel, Centre Drive, Great Binfields Road, Chineham, Basingstoke, RG24 8FY** on **20 July 2017** at **10:30am**, and at any adjourned meeting.

*** For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).**

☐ Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example. ☒

Ordinary Resolutions	For	Against	Vote Withheld
1. To receive the strategic report, the directors' report and the financial statements of the Company, together with the report of the auditors.	☐	☐	☐
2. To approve the directors' remuneration policy.	☐	☐	☐
3. To approve the directors' remuneration report.	☐	☐	☐
4. To declare a final dividend.	☐	☐	☐
5. To elect Nick Bray as a Director.	☐	☐	☐
6. To re-elect Sabri Challah as a Director.	☐	☐	☐
7. To re-elect Maria da Cunha as a Director.	☐	☐	☐
8. To re-elect Philip Rogerson as a Director.	☐	☐	☐
9. To re-elect Jitesh Sodha as a Director.	☐	☐	☐
10. To re-elect Andrew Stevens as a Director.	☐	☐	☐
11. To re-elect Martin Sutherland as a Director.	☐	☐	☐
12. To appoint Ernst & Young LLP as auditor.	☐	☐	☐
13. To authorise the Directors to determine the auditor's remuneration.	☐	☐	☐
14. To authorise the Directors to allot shares under section 551 of the Companies Act.	☐	☐	☐
15. To authorise political donations and political expenditure.	☐	☐	☐
16. To increase the borrowing limit in the Articles of Association.	☐	☐	☐
Special Resolutions			
17. To authorise the Directors to allot shares as if section 561 (1) of the Companies Act did not apply.	☐	☐	☐
18. To authorise the Directors to allot additional shares as if section 561 (1) of the Companies Act did not apply.	☐	☐	☐
19. To authorise the Company to make market purchases of its own shares.	☐	☐	☐
20. That a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.	☐	☐	☐

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

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