

The Chairman of De La Rue plc informs you of the Annual General Meeting of the Company to be held at **De La Rue House, Jays Close, Viables, Basingstoke, Hampshire, RG22 4BS** on **6 August 2020 at 10:30am**.

Shareholder Reference Number

Form of Proxy - Annual General Meeting to be held on 6 August 2020



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: 916615

SRN:

PIN:



To view the Annual Report online visit: <http://www.delarue.com/investors/shareholder-information/agm-information/2020>

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 4 August 2020 at 10:30am.**

AGM Proxy Form explanatory notes

IMPORTANT NOTICE: In light of public health advice in response to the COVID-19 outbreak, including to limit travel and public gatherings (the Measures), the Annual General Meeting will be convened as a closed meeting. The Company will make arrangements such that the legal requirements to hold the meeting can be satisfied through the attendance of a minimum number of Directors and/or employees and the format of the Annual General Meeting will be purely functional. Therefore, instead of attending the Annual General Meeting, we ask that you please exercise your vote by completing the below Proxy Form or by registering the appointment of a proxy electronically, as described below and overleaf. **In the interests of safety, entry to the Annual General Meeting will be refused to any shareholder, proxy or corporate representative (other than those required for a quorum to exist) who attempt to attend the Annual General Meeting in person. The Company strongly encourages all shareholders to submit their Proxy Form in advance of the meeting, appointing the Chairman of the Meeting as proxy rather than a named person.**

- In light of the Measures, the Annual General Meeting will be held as a closed meeting. In the interests of safety, entry to the Annual General Meeting will be refused to any shareholder, proxy or corporate representative (other than those required for a quorum to exist) who attempt to attend the Annual General Meeting in person.
- Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as their proxy to exercise all or any of their rights to vote on their behalf at the Annual General Meeting. Given the Annual General Meeting is being held as a closed meeting due to the Measures, the Company strongly encourages all shareholders to submit their Proxy Form in advance of the meeting, appointing the Chairman of the Meeting as proxy rather than a named person. The duly appointed Chairman of the Meeting will be appointed as your proxy unless you write another proxy's name in the space provided.
- If you do wish to appoint a person other than the Chairman of the Meeting, 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 any indication as to how the proxy shall vote on any particular matter, the proxy will exercise their discretion as to whether, and if so how, they vote (or if this Proxy Form has been issued in respect of a designated account for a shareholder, the proxy will exercise their discretion as to whether, and if so how, they vote). Please note that named persons (other than those required for a quorum to exist) will not currently be permitted to attend the Annual General Meeting.
- In the case of a corporation, this Proxy Form must be signed under the hand of an officer or attorney duly authorised in writing. In the case of an individual, their Proxy Form must be signed by the appointor or their agent duly authorised in writing.
- You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. 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.
- 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.
- In the case of joint holders the signature of only one of the 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 other joint holders.
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to vote at the Annual General 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 6:00 p.m. (London time) on 4 August 2020. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to vote at the Annual General Meeting.
- CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures set out in the CREST manual. 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 10:30 a.m. (London time) on 4 August 2020. 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.
- 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.
- Any alterations made to this form should be initialled (unless you are completing an email or online version).
- You may not use any electronic address provided in this form to communicate with the Company for any purposes other than those expressly stated.
- 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.

The AGM will be held at De La Rue House, Jays Close, Viables, Basingstoke, Hampshire RG22 4BS at 10:30am on Thursday 6 August 2020.

In the interests of safety, entry to the Annual General Meeting will be refused to any shareholder, proxy or corporate representative (other than those required for a quorum to exist) who attempt to attend the Annual General Meeting in person. The Company strongly encourages all shareholders to submit their Proxy Form in advance of the meeting, appointing the Chairman of the Meeting as proxy rather than a named person.

Before completing the proxy form below, please read: (i) the accompanying explanatory notes; and (ii) the sections entitled 'COVID-19' and 'Explanatory Notes' set out in the Notice of Annual General Meeting, which has been posted to shareholders and is available to view and download at www.delarue.com.

If you require any further information, please contact Jane Hyde on 01256 605212.

Form of Proxy

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

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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 **De La Rue House, Jays Close, Viables, Basingstoke, Hampshire, RG22 4BS on 6 August 2020 at 10:30am**, and at any adjourned meeting.

* For the appointment of more than one proxy, please refer to Explanatory Note 5 (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	Vote		
	For	Against	Withheld
1. To receive the strategic report, the directors' report and the financial statements of the Company, together with the report of the auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of the directors' remuneration policy.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of the directors' remuneration report.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To elect Kevin Loosemore as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To elect Clive Vacher as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Nick Bray as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Maria da Cunha as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-appoint Ernst & Young LLP as auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To authorise the Directors to determine the auditor's remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Resolutions	Vote		
	For	Against	Withheld
10. To authorise the Directors to allot shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To authorise political donations and political expenditure.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Authority to disapply pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Additional authority to disapply pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To authorise the Company to make market purchases of its own shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. To approve the executive incentive arrangements comprising the De La Rue Deferred Bonus Plan 2020 (DBP).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. To approve the executive incentive arrangements comprising the De La Rue Performance Share Plan 2020 (PSP).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. That a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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).