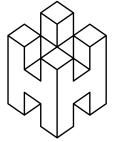


# HELICAL PLC

2018 ANNUAL GENERAL MEETING, 12 JULY 2018 AT 11.30AM



HELICAL

## FORM OF PROXY

PLEASE READ THE NOTES OVERLEAF BEFORE COMPLETING THIS FORM.

I/We (name(s) in full)

(PLEASE USE BLOCK CAPITALS)

of (address(es))

(PLEASE USE BLOCK CAPITALS)

being (a) member(s) of the above-named Company, hereby appoint the Chairman of the meeting, or the following person

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*Please insert name of proxy or leave this box blank if you have selected the Chairman.  
See note 1. Do not insert your own name(s).*

*Please insert the number of shares.  
See notes 2 and 3 overleaf.*

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 as directed below at the 2018 Annual General Meeting of the Company to be held on 12 July 2018 at 11.30 am, and at any adjournment thereof.

☐ 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 3 overleaf.

Resolution	For	Against	Vote Withheld
1 To receive and consider the accounts and reports of the Directors and Grant Thornton UK LLP for the year ended 31 March 2018.			
2 To declare a final dividend of 7.0 pence per ordinary share.			
3 To re-elect M. E. Slade as a Director.			
4 To re-elect R. J. Grant as a Director.			
5 To re-elect G. A. Kaye as a Director.			
6 To re-elect T. J. Murphy as a Director.			
7 To re-elect M. C. Bonning-Snook as a Director.			
8 To re-elect S. V. Clayton as a Director.			
9 To re-elect R. R. Cotton as a Director.			
10 To re-elect M. K. O'Donnell as a Director.			
11 To appoint Deloitte LLP as auditor of the Company.			
12 To authorise the Directors to set the remuneration of the auditors.			
13 To approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy) for the year ended 31 March 2018.			

Resolution	For	Against	Vote Withheld
<b>14</b> To approve the Directors' Remuneration Policy.			
<b>15</b> To authorise the operation of the Helical Annual Bonus Scheme 2018.			
<b>16</b> To authorise the Directors to allot shares pursuant to section 551 of the Companies Act 2006.			
<b>17</b> To authorise the Directors to dis-apply pre-emption rights pursuant to sections 570 and 573 of the Companies Act 2006.			
<b>18</b> To authorise the Directors to dis-apply pre-emption rights pursuant to sections 570 and 573 of the Companies Act 2006 in addition to resolution 17.			
<b>19</b> To authorise the Company to make market purchases of its Ordinary Shares pursuant to section 701 of the Companies Act 2006.			
<b>20</b> To approve general meetings (other than annual general meetings) to be held on not less than 14 clear days' notice.			

I/We would like my/our proxy to vote on the resolutions proposed at the meeting as indicated on this form. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion. I/We authorise my/our proxy to vote or abstain from voting as he or she sees fit in relation to any other business properly put before the meeting.

Signature

Date

## NOTES TO THE FORM OF PROXY

1. You may appoint one or more proxies of your own choice, to exercise any of your rights to attend and to speak and vote on your behalf at the meeting. If such an appointment is made, delete the words "the Chairman of the meeting" and insert the name(s) of the person or persons appointed as proxy/proxies in the space provided. A proxy need not be a member of the Company. If no name is entered, the return of this form duly signed will authorise the Chairman of the meeting to act as your proxy.

2. 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 shares in relation to which they are authorised to act as your proxy. If this box is 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).

3. You may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy (an) additional proxy form(s) may be obtained from our website at [www.helical.co.uk](http://www.helical.co.uk), by contacting the Company's registrars' helpline (0871 664 0300 or +44 371 664 0300 if calling from overseas) 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.

4. To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

5. In order that this form of proxy shall be valid, it must be deposited (together with any power of attorney or other authority under which it is signed or a notarially certified copy of such power or a copy certified in accordance with the Powers of Attorney Act 1971 or in some other manner approved by the directors) at the Company's registrars Link Asset Services, PXS 1, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU using the enclosed pre-paid envelope, or at [www.signalshares.com](http://www.signalshares.com) (this website can only be used for the purpose stated above, not for sending any other document or information) or, if you are a CREST member, by using the service provided by Euroclear you can register your proxy vote electronically and in all cases by no later than 11.30 a.m. on 10 July 2018. A proxy form lodged electronically will be invalid unless it is lodged at the electronic address specified in this note 5. The completion and return of a form of proxy (or "Crest Proxy Instruction" as described in the Notice of Annual General Meeting for the meeting) will not, however, preclude shareholders from attending and voting in person at the meeting or at any adjournment thereof, should they wish to do so.

6. In the case of a corporation, this form of proxy must be executed under its common seal or under the hand of a duly authorised officer or attorney, stating their capacity (e.g. director, secretary).

7. In the case of joint holders of a share, any one holder may sign or electronically register the proxy, but the vote of the senior who votes whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members in respect of the share. In any event, the names of all joint holders should be stated on the proxy form.

8. The "vote withheld" option is provided to enable you to instruct your proxy not to vote on any particular resolution. However, it should be noted that a "vote withheld" in this way is not a vote in law and will not be counted in the calculation of the proportion of votes "for" and "against" a resolution.