

## Attendance Card

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

The Chairman of INCHCAPE PLC invites you to attend the Annual General Meeting of the Company to be held at The Royal Automobile Club, 89 Pall Mall, London SW1Y 5HS on 27 May 2021 at 11.00 am.

**Shareholder Reference Number** 

Please detach this portion before posting this proxy form.

## Form of Proxy - Annual General Meeting to be held on 27 May 2021



## 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: 917012

SRN:

PIN:



View the Annual Report online: www.inchcape.com

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 25 May 2021 at 11.00 am.

## **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 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 707 1076 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.

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.

- 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 close of business on the day which is two days before the day of the meeting. 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 a designated voting platform, any such messages must be received by the issuer's agent prior to the specified deadline within the relevant system. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the relevant designated voting platform) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent via a designated voting platform 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 707 1076 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.
- The completion and return of this form will not preclude a member from attending the meeting and voting in person.

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To approve the Directors' Report on Remuneration for the financial year ended 31 December 2020.				13	Comp 3. To aut		lit Committee of	the Board to deter	mine the auditor's		1 [	1 [
To declare a final dividend of 6.9 pence per ordinary share of 10 pence in the capital of the Company.				14		neration. prove the rules	of the Inchcape	Performance Sha	re Plan 2021 (the "PSP").		, <u> </u>	
To re-elect Jerry Buhlmann as a Director of the Company.				15	<b>5</b> . To ap	prove the rules	of the Inchcape	: Co-Investment Pl	an 2021 (the "CIP").		) <u> </u>	
To re-elect Gijsbert de Zoeten as a Director of the Company.				16	6. To aut	thorise the dire	ctors generally a	and unconditionally	, to exercise all power of t	the	) <u> </u>	
To re-elect Alexandra Jensen as a Director of the Company.					Comp	any to allot relessolutions			,			
To re-elect Jane Kingston as a Director of the Company.				17	7. To dis	sapply statutory	pre-emption rig	hts on the allotme	nt of shares.			
To re-elect John Langston as a Director of the Company.				18		apply statutory oital investment		hts on the allotme	nt of shares for an acquisit	tion		
To re-elect Nigel Stein as a Director of the Company.				19	9. Autho	rity to make ma	arket purchases	of own shares.				
. To elect Duncan Tait as a Director of the Company.				20		prove that a ge ar days' notice		ther than an AGM	may be called on not less	than		
. To re-elect Till Vestring as a Director of the Company.				21	of Ass		Company in sub		g be adopted as the Article to the exclusion of, the exis			
the case of a Corporation, a letter of representation will be required (in accordance wit 36) unless this has already been lodged at registration.	th S323 o	f the Com	npanies Ad	Si	ignatu	re						
orm of Proxy ease complete this box only if you wish to appoint a the							ı					
ease leave this box blank if you want to select the Cha	ıırman	*	ot inse	t your	own r	name(s).						
Ve hereby appoint the Chairman of the Meeting OR the patitlement* on my/our behalf at the Annual General Meeting.  May 2021 at 11.00 am, and at any adjourned meeting	ng of I	NCHC.	APE P									
or the appointment of more than one proxy, please refer to Explanato Please mark here to indicate that this proxy appointment	•	•	,	ppointr	ments	being ma	de.		se use a <b>black</b> pen			
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