



# Howden Joinery Group Plc



MR SAM SAMPLE  
DESIGNATION (IF ANY)  
MR JOINT HOLDER 1  
ADD1  
ADD2  
ADD3  
ADD4

99999



000001  
SG328

## Attendance Card

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

### Additional Holders:

ADDITIONAL HOLDER 1  
ADDITIONAL HOLDER 2  
ADDITIONAL HOLDER 3  
ADDITIONAL HOLDER 4

The Chairman of Howden Joinery Group Plc invites you to attend the Annual General Meeting of the Company to be held at **UBS Investment Bank, 1 Finsbury Avenue, London EC2M 2PP**, on 16 May 2012 at 11.00 am.

### Shareholder Reference Number

C1234567890

J N T



## Form of Proxy - Annual General Meeting to be held on 16 May 2012



**Cast your Proxy online 24/7...It's fast, easy and secure!**  
**www.eproxyappointment.com**

You will be asked to enter the Control Number, the Shareholder Reference Number (SRN) and PIN and agree to certain terms and conditions.

**Control Number:** 911109

**SRN.** C1234567890

**PIN.** 1234

To view the Annual Report online visit **www.howdenjoinerygroupplc.com/investors**

**To be effective, all proxy appointments must be lodged with the Company's registrars at:  
Computershare Investor Services PLC, The Pavilions, Bridgwater Rd, Bristol BS99 6ZY by 14 May 2012 at 11.00 am.**

### Explanatory Notes:

- 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 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).
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0870 707 1148 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 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.
- You may instruct your proxy how to vote by marking the appropriate box next to each resolution. Details of the resolutions are contained in the notice of meeting and the explanatory notes. If in respect of any resolution you have not given specific instructions on how your proxy should vote, your proxy will have discretion to vote on that resolution as they see fit. Your proxy will also have discretion to vote as they see fit on any other business which may properly come before the meeting. 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.
- 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 6.00 p.m. on 14 May 2012. 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.
- To appoint one or more proxies or to give or amend 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 (excluding non-working days) 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.
- Any power of attorney or other authority (if any) under which this form of proxy is executed (or a duly certified or authorised copy of such power of authority) must be included with the form of proxy.
- In the case of a corporation, this form must be executed under its common seal or under the hand of its duly authorised officer, attorney or other person and the appropriate authority under which the form of proxy is executed must be included with the form of proxy.
- In the case of joint holders of shares (i) only one need execute the form of proxy, and (ii) the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of that of the other joint holders. 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 above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0870 707 1148 to request a change of address form or go to [www.investorcentre.co.uk](http://www.investorcentre.co.uk) to use the online Investor Centre service.
- 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.
- Except as otherwise provided in this form of proxy, members who wish to communicate with the Company in relation to the matters set out in this form of proxy should do so using the following means: (1) by writing to the Company Secretary at the registered address; or (2) by writing to the Company's Registrar, Computershare Investor Services PLC at the address below. No other methods of communication will be accepted. In particular you may not use any electronic address provided either in this proxy form or in any related documents (including the Chairman's Statement, the Annual Report 2011 and the Notice of Meeting) to communicate with the Company for any purposes other than those expressly stated.

**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

MR A SAMPLE  
<Designation>  
ADDITIONAL HOLDER 1  
ADDITIONAL HOLDER 2  
ADDITIONAL HOLDER 3  
ADDITIONAL HOLDER 4

# Poll Card

To be completed **only** at the AGM if a Poll is called.

Ordinary Business	Vote				Vote		
	For	Against	Withheld		For	Against	Withheld
1. To receive the Company's accounts and reports of the Directors and Independent Auditors thereon.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. To re-appoint Deloitte LLP as Auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To declare a dividend of 0.5 pence per ordinary share.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. To authorise the Directors to determine the Auditors' remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To appoint Mark Allen as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Special Business</b>			
4. To re-appoint Will Samuel as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. To approve the Directors' remuneration policy and report.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-appoint Angus Cockburn as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. To grant authority to make political donations.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-appoint Michael Wemms as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. To grant the Directors the authority to allot shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-appoint Tiffany Hall as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. To disapply pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-appoint Matthew Ingle as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. To authorise the Company to purchase its own shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-appoint Mark Robson as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17. To grant authority for a General Meeting, other than an Annual General Meeting, to be called with no less than 14 clear days' notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## Form of Proxy

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



I/We hereby appoint the Chairman of the Meeting OR the following person

Please leave this box blank if you have selected the Chairman. Do not insert your own name(s).

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 Howden Joinery Group Plc to be held at **UBS Investment Bank, 1 Finsbury Avenue, London EC2M 2PP** on 16 May 2012 at **11.00 am**, and at any adjourned meeting.

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

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



C1234567890

X X X X



Ordinary Business	Vote				Vote		
	For	Against	Withheld		For	Against	Withheld
1. To receive the Company's accounts and reports of the Directors and Independent Auditors thereon.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. To re-appoint Deloitte LLP as Auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To declare a dividend of 0.5 pence per ordinary share.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. To authorise the Directors to determine the Auditors' remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To appoint Mark Allen as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Special Business</b>			
4. To re-appoint Will Samuel as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. To approve the Directors' remuneration policy and report.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-appoint Angus Cockburn as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. To grant authority to make political donations.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-appoint Michael Wemms as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. To grant the Directors the authority to allot shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-appoint Tiffany Hall as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. To disapply pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-appoint Matthew Ingle as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. To authorise the Company to purchase its own shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-appoint Mark Robson as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17. To grant authority for a General Meeting, other than an Annual General Meeting, to be called with no 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).



C 1 9 2 2

0 2

G F M

