



Howden Joinery Group Plc



MR A SAMPLE  
< DESIGNATION>  
SAMPLE STREET  
SAMPLE TOWN  
SAMPLE CITY  
SAMPLE COUNTY  
AA11 1AA

000001

## Attendance Card

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

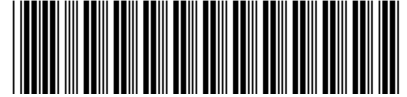
### Additional Holders:

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 **6 May 2015** at **11.00 am**.

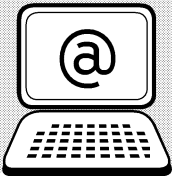
### Shareholder Reference Number

C000000000



Please detach this portion before posting this proxy form.

## Form of Proxy - Annual General Meeting to be held on 6 May 2015



**Cast your Proxy online...it's fast, easy and secure!**

[www.investorcentre.co.uk/eproxy](http://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: 912756

SRN: C000000000

PIN: 1245



View the Annual Report online: [www.howdenjoinerygroupplc.com/investors](http://www.howdenjoinerygroupplc.com/investors)

Register at [www.investorcentre.co.uk](http://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 1 May 2015 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 overlaid 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 1 May 2015. 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 above. 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 2014 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

- |   | For                      | Against                  | Vote Withheld            |
|---|--------------------------|--------------------------|--------------------------|
| 1. To receive the Company's Accounts and Reports of the Directors and auditors.       | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To approve the Directors' Remuneration Report as set out in the Report & Accounts. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To declare a dividend of 6.5 pence per ordinary share.                             | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To re-appoint Mr W Samuel as a director.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To re-appoint Mr M Ingle as a director.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. To re-appoint Mr M P W Robson as a director.                                       | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. To re-appoint Mr M Allen as a director.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. To re-appoint Ms T Hall as a director.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. To re-appoint Mr R Pennycook as a director.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

- |   | For                      | Against                  | Vote Withheld            |
|---|--------------------------|--------------------------|--------------------------|
| 10. To re-appoint Mr J M Wemms as a director.                           | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 11. To re-appoint Deloitte LLP as auditor.                              | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 12. To authorise the Directors to determine the auditor's remuneration. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

## Special Business

- |   |                          |                          |                          |
|---|--------------------------|--------------------------|--------------------------|
| 13. To grant authority to make political donations.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 14. To approve the Howden Joinery Group Share Incentive Plan (the SIP).   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 15. To grant the Directors the authority to allot shares.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 16. To disapply pre-emption rights.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 17. To authorise the Company to make market purchases of its own shares.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 18. 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"/> |

## Signature

In the case of a Corporation, a letter of representation will be required (in accordance with s323 of the Companies Act 2006) unless this has already been lodged at registration.

# 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).

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C000000000



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 Howden Joinery Group Plc to be held at **UBS Investment Bank, 1 Finsbury Avenue, London**

**EC2M 2PP on 6 May 2015 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 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 Business

- |   | For                      | Against                  | Vote Withheld            |
|---|--------------------------|--------------------------|--------------------------|
| 1. To receive the Company's Accounts and Reports of the Directors and auditors.       | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To approve the Directors' Remuneration Report as set out in the Report & Accounts. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To declare a dividend of 6.5 pence per ordinary share.                             | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To re-appoint Mr W Samuel as a director.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To re-appoint Mr M Ingle as a director.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. To re-appoint Mr M P W Robson as a director.                                       | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. To re-appoint Mr M Allen as a director.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. To re-appoint Ms T Hall as a director.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. To re-appoint Mr R Pennycook as a director.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

- |   | For                      | Against                  | Vote Withheld            |
|---|--------------------------|--------------------------|--------------------------|
| 10. To re-appoint Mr J M Wemms as a director.                           | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 11. To re-appoint Deloitte LLP as auditor.                              | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 12. To authorise the Directors to determine the auditor's remuneration. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
- Special Business**
- |   |                          |                          |                          |
|---|--------------------------|--------------------------|--------------------------|
| 13. To grant authority to make political donations.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 14. To approve the Howden Joinery Group Share Incentive Plan (the SIP).   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 15. To grant the Directors the authority to allot shares.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 16. To disapply pre-emption rights.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 17. To authorise the Company to make market purchases of its own shares.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 18. 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

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## 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).





**Howden Joinery Group Plc**

**Computershare**

**All Correspondence to:**  
Computershare Investor Services PLC  
The Pavilions, Bridgwater Road  
Bristol, BS99 6ZY  
Tel: +44(0) 870 707 1148



MR A SAMPLE  
< DESIGNATION >  
SAMPLE STREET  
SAMPLE TOWN  
SAMPLE CITY  
SAMPLE COUNTY  
AA11 1AA

**Shareholder Reference Number**

C0000000000



## Notice of Availability - 2014 Annual Report and Notice of Annual General Meeting

### Important - please read carefully

You can now access the 2014 Annual Report and Notice of Annual General Meeting at:

**[www.howdenjoinerygroupplc.com/investors](http://www.howdenjoinerygroupplc.com/investors)**

### Would you like to receive electronic communications in the future?

We actively encourage you to play your part in reducing our impact on the environment and elect to be notified by email when your communications are available online. Sign up to receive eCommunications using eTree™ and we will donate £1 on your behalf to the Woodland Trust, the UK's leading woodland conservation charity for their Tree for All programme.

By providing your email address you will no longer receive paper copies of annual reports or any other shareholder communications that are available electronically. Instead you will receive emails advising you when and how to access documents online.

Please submit your email address by visiting our eTree website:


**[www.etreeuk.com/howdenjoinery](http://www.etreeuk.com/howdenjoinery)**


SRN: C0000000000


**!** YOUR SHAREHOLDER REFERENCE NUMBER (SRN) IS IMPORTANT, PLEASE KEEP IT IN A SAFE PLACE.


#### Access your shareholdings online

Why not also manage your shareholdings online? Investor Centre is our free self-service website, available 24/7, where you can utilise the following services:

 **View your share balance**

 **View your payment and tax information**

 **Change your address**

 **Update your payment instructions**

For information on all the services available, visit [www.investorcentre.co.uk](http://www.investorcentre.co.uk) today. It's the fast and simple way to manage your shareholdings

