

Attendance Card

Henry Boot PLC – Annual General Meeting 2015

You may submit your proxy electronically using the Share Portal service at www.capitashareportal.com.

If you are not already registered for the Share Portal, you will need your Investor Code below.

Attendance card for the Annual General Meeting of Henry Boot PLC to be held at Baldwins Omega, Brincliffe Hill, Off Psalter Lane, Sheffield S11 9DF on Thursday 21 May 2015 at 12.30pm.

If you wish to attend this Meeting in your capacity as a holder of ordinary shares, please sign this card and hand it in on arrival. This will facilitate entry to the Meeting.

Signature of person attending meeting

Bar Code

Investor Code

Form of Proxy

Henry Boot PLC – Annual General Meeting 2015

Prior to completing the form of proxy, please refer to the notes overleaf.

Bar Code

I/We being a holder/holders of ordinary shares of 10p each in Henry Boot PLC hereby appoint the Chairman of the Meeting or (see note 2)

Investor Code

Event Code

Name of proxy

Number of shares in relation to which the proxy is authorised to act

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 at the Annual General Meeting of the Company to be held on Thursday 21 May 2015 at 12.30pm and at any adjournment thereof. I/We hereby authorise and instruct my/our said proxy to vote (or abstain) as indicated below on the resolutions to be proposed at such Meeting. Unless otherwise directed, the proxy will vote or abstain from voting as he/she thinks fit in relation to any business of the Meeting.

Resolutions

Please mark 'X' to indicate how you wish to vote

- To receive the Directors' Report, Auditors' Report, Strategic Report and the Financial Statements.
- To declare a final dividend on the ordinary shares.
- To approve the Directors' Remuneration Report.
- To approve the Directors' Remuneration policy.
- To reappoint J E Brown as a Director.
- To reappoint E J Boot as a Director.
- To reappoint J T Sutcliffe as a Director.
- To reappoint M I Gunston as a Director.
- To reappoint J J Sykes as a Director.

FOR	AGAINST	VOTE WITHHELD
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Resolutions

Please mark 'X' to indicate how you wish to vote

- To reappoint PricewaterhouseCoopers LLP as auditors.
- To authorise the Directors to fix the auditors' remuneration.
- To approve the rules of the Henry Boot PLC Long Term Incentive Plan 2015.
- To approve the amendments to the rules of the Henry Boot PLC 2010 Schedule 4 Company Share Option Plan.
- To authorise the Directors under Section 551 of the Companies Act 2006 to allot shares.
- To grant the authority requested in respect of the issue of equity securities for cash.
- To authorise the Directors to make market purchases of the Company's shares.

FOR	AGAINST	VOTE WITHHELD
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

To assist with arrangements, if you intend attending the Meeting in person please mark 'X' here

Please tick here if this proxy appointment is one of multiple appointments being made (see note 3).

Signature

Date

You may submit your proxy electronically at www.capitashareportal.com

NOTES

- (1) You are entitled to appoint one or more proxies of your own choice to exercise all or any of your rights to attend, speak and vote at the Meeting. A proxy need not be a shareholder of the Company. If you appoint more than one proxy, each proxy must be appointed to exercise the rights attached to a different share or shares held by you. You can only appoint proxies using the procedures set out in these notes and in the notes to the notice of Meeting.
- (2) If you wish to appoint a proxy other than the Chairman of the Meeting, please insert their full name in the space provided and delete the words 'the Chairman of the Meeting or'. Please initial any such alteration. If you sign and return the form with no name in the space provided, the Chairman of the Meeting will be deemed to be your proxy in respect of your full voting entitlement. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the name of the proxy the number of shares in relation to which they are authorised to act as your proxy. If you sign and return the form and leave this box blank your proxy will be deemed to be authorised to act in respect of your full voting entitlement (or if this form of proxy has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
- (3) To appoint more than one proxy, you will need to complete a separate form of proxy in relation to each appointment. Additional forms of proxy may be obtained by photocopying this form. You will need to state clearly on each form of proxy the number of shares in relation to which the proxy is appointed. Please therefore indicate in the box next to the name of the proxy 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. A failure to specify the number of shares each proxy appointment relates to, or specifying a number in excess of those held by the member, may result in the proxy appointment being invalid.
- (4) Completion and return of this form of proxy will not preclude you from attending and voting at the Meeting in person if you wish. If you do attend the Meeting in person, your proxy appointments will automatically be terminated. If you wish a proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman of the Meeting and give them the relevant instructions directly.
- (5) If you want your proxy to vote in a certain way on the resolutions specified, please indicate with an 'X' in the appropriate box. If you fail to select any of the given options, your proxy can vote as he/she chooses or can decide not to vote at all. Your proxy can also do this on any other business which may come before the Meeting, including amendments to resolutions and any procedural business.
- (6) In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. The vote of the senior joint holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of 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 joint holding.
- (7) A corporation must execute the form of proxy under either its common seal or the hand of a duly authorised officer or attorney or other person authorised to sign.
- (8) The form of proxy is for use in respect of the shareholder account specified overleaf only and should not be amended or submitted in respect of a different account.
- (9) The 'Vote withheld' option is to enable you to instruct your proxy not to vote on any particular resolution. However, a vote withheld is not a vote in law and will not be counted in the votes 'For' and 'Against' a resolution.
- (10) To be valid, this form of proxy (duly signed and together with any power of attorney or other authority under which it is signed) must be received by post or (during normal business hours only) by hand at the offices of the Company's registrars, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham BR3 4TU, no later than 12.30pm on 19 May 2015 (or, if the meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting).
- (11) As an alternative to completing this hard copy form of proxy, you may appoint a proxy or proxies electronically using the Share Portal service at www.capitashareportal.com. For an electronic proxy appointment to be valid, the appointment must be received by Capita Asset Services no later than 12.30pm on 19 May 2015 (or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting).
- (12) CREST members who wish to appoint a proxy or proxies for the Meeting (or any adjournment of it) through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual, which is available at www.euroclear.com. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must be transmitted so as to be received by Capita Asset Services (ID:RA10) no later than 12.30pm on 19 May 2015 (or, if the meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting). Please refer to the notes to the notice of Meeting for further information on proxy appointments through CREST.
- (13) You may not use any electronic address provided in this form of proxy to communicate with the Company for any purposes other than those expressly stated.

**Business Reply Plus
Licence Number
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34 Beckenham Road
Beckenham
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