

Attendance Card

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

The Chairman of Henry Boot PLC invites you to attend the Annual General Meeting of the Company to be held at **Banner Cross Hall, Ecclesall Road South, Sheffield, S11 9PD** on **30 June 2020 at 12.30 pm**.

Shareholder Reference Number

Please detach this portion before posting this proxy form.

Form of Proxy - Henry Boot PLC - Annual General Meeting to be held on 30 June 2020



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

www.eproxyappointment.com

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: 916356

SRN:

PIN:



View the Annual Report online: www.henryboot.co.uk

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 26 June 2020 at 12.30 pm.

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. However, in light of the Coronavirus pandemic situation, ordinary shareholders and their proxies will not be allowed to attend the meeting in person and so shareholders are encouraged to appoint the Chairman as their proxy for the meeting. 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 form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes in respect of that designated account.).
2. 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.
3. In the case of joint holders, the vote of the senior joint holder who tenders a vote shall be accepted to the exclusion of the votes of other joint holders. For this purpose, seniority shall be determined by the order in which the names appear in the register of members in respect of the joint holding.
4. To appoint a proxy or to give 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 any part of a day that is not a working day) 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.
5. 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 1716 to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service.
6. Any alterations made to this form should be initialed.

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

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

Ordinary Resolutions	For	Against	Vote Withheld
1. To receive the Directors' Report, Auditors' Report, Strategic Report and the Financial Statements for the year ended 31 December 2019.	☐	☐	☐
2. To declare a final dividend of 1.3p per ordinary share.	☐	☐	☐
3. To approve the Directors' Remuneration Report (other than the part containing the directors' remuneration policy) for the year ended 31 December 2019.	☐	☐	☐
4. To reappoint Timothy Roberts as a Director of the Company.	☐	☐	☐
5. To reappoint Jamie Boot as a Director of the Company.	☐	☐	☐
6. To reappoint Darren Littlewood as a Director of the Company.	☐	☐	☐
7. To reappoint Joanne Lake as a Director of the Company.	☐	☐	☐
8. To reappoint James Sykes as a Director of the Company.	☐	☐	☐
9. To reappoint Peter Mawson as a Director of the Company.	☐	☐	☐

	For	Against	Vote Withheld
10. To reappoint Gerald Jennings as a Director of the Company.	☐	☐	☐
11. To appoint Ernst & Young as auditors of the Company.	☐	☐	☐
12. To authorise the Audit & Risk Committee to fix the auditors' remuneration.	☐	☐	☐
13. THAT the rules of the Henry Boot PLC 2020 Company Share Option Plan (CSOP), be and are hereby approved.	☐	☐	☐
14. THAT the rules of the Henry Boot PLC 2020 Sharesave Plan (Sharesave), be and are hereby approved.	☐	☐	☐
15. To authorise the Directors under Section 551 of the Companies Act 2006 to allot shares.	☐	☐	☐

Special Resolutions

16. That subject to the passing of Resolution 15 and pursuant to Section 570 of the Companies Act 2006, the Directors be and are generally empowered to allot equity securities for cash.	☐	☐	☐
17. That pursuant to Section 701 of the Companies Act 2006, the Company be and is hereby generally and unconditionally authorised to make market purchases of ordinary shares of 10p each in the capital of the Company.	☐	☐	☐

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

I/We hereby appoint the Chairman of the Meeting 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 Henry Boot PLC to be held at **Banner Cross Hall, Ecclesall Road South, Sheffield, S11 9PD on 30 June 2020 at 12.30 pm**, and at any adjourned meeting.

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

Ordinary Resolutions	For	Against	Vote Withheld
1. To receive the Directors' Report, Auditors' Report, Strategic Report and the Financial Statements for the year ended 31 December 2019.	☐	☐	☐
2. To declare a final dividend of 1.3p per ordinary share.	☐	☐	☐
3. To approve the Directors' Remuneration Report (other than the part containing the directors' remuneration policy) for the year ended 31 December 2019.	☐	☐	☐
4. To reappoint Timothy Roberts as a Director of the Company.	☐	☐	☐
5. To reappoint Jamie Boot as a Director of the Company.	☐	☐	☐
6. To reappoint Darren Littlewood as a Director of the Company.	☐	☐	☐
7. To reappoint Joanne Lake as a Director of the Company.	☐	☐	☐
8. To reappoint James Sykes as a Director of the Company.	☐	☐	☐
9. To reappoint Peter Mawson as a Director of the Company.	☐	☐	☐

	For	Against	Vote Withheld
10. To reappoint Gerald Jennings as a Director of the Company.	☐	☐	☐
11. To appoint Ernst & Young as auditors of the Company.	☐	☐	☐
12. To authorise the Audit & Risk Committee to fix the auditors' remuneration.	☐	☐	☐
13. THAT the rules of the Henry Boot PLC 2020 Company Share Option Plan (CSOP), be and are hereby approved.	☐	☐	☐
14. THAT the rules of the Henry Boot PLC 2020 Sharesave Plan (Sharesave), be and are hereby approved.	☐	☐	☐
15. To authorise the Directors under Section 551 of the Companies Act 2006 to allot shares.	☐	☐	☐

Special Resolutions

16. That subject to the passing of Resolution 15 and pursuant to Section 570 of the Companies Act 2006, the Directors be and are generally empowered to allot equity securities for cash.	☐	☐	☐
17. That pursuant to Section 701 of the Companies Act 2006, the Company be and is hereby generally and unconditionally authorised to make market purchases of ordinary shares of 10p each in the capital of the Company.	☐	☐	☐

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 withhold their vote in relation to any business of the meeting, and they can also do this on any other business which may properly come before 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).



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