



Attendance Card

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

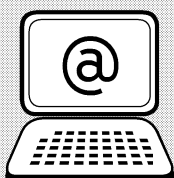
The Chair of Henry Boot PLC invites you to attend the Annual General Meeting of the Company to be held at **DoubleTree by Hilton Sheffield City, Bramall Lane, Sheffield S2 4SU** on **22 May 2025 at 12.30 pm.**

Please note the change in venue.

Shareholder Reference Number

Please detach this portion before posting this proxy form.

Form of Proxy - Annual General Meeting to be held on 22 May 2025



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: 920475

SRN:

PIN:



View the combined Notice of Meeting and Annual Report: **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 20 May 2025 at 12.30 pm.**

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 Chair, 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 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).
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0370 707 1716 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.
- 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 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.
- 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.
- 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.
- 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.

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		For	Against	Vote Withheld
1.	To receive the Directors' Report, Auditors' Report, Strategic Report and the Financial Statements for the year ended 31 December 2024.	☐	☐	☐	10.	To reappoint James Sykes as a Director of the Company.	☐	☐
2.	To declare a final dividend of 4.62p per ordinary share.	☐	☐	☐	11.	To reappoint Ernst & Young LLP as auditors of the Company.	☐	☐
3.	To approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy) for the year ended 31 December 2024.	☐	☐	☐	12.	To authorise the Audit and Risk Committee to fix the auditors' remuneration.	☐	☐
4.	To reappoint Timothy Roberts as a Director of the Company.	☐	☐	☐	13.	THAT pursuant to Section 551 of the Companies Act 2006, the Directors be and are generally and unconditionally authorised to allot shares in the Company.	☐	☐
5.	To reappoint Darren Littlewood as a Director of the Company.	☐	☐	☐	14.	THAT the rules of the Henry Boot PLC 2025 Long Term Incentive Plan be approved and authorised by the Directors.	☐	☐
6.	To reappoint Peter Mawson as a Director of the Company.	☐	☐	☐	Special Resolutions			
7.	To reappoint Talita Ferreira as a Director of the Company.	☐	☐	☐	15.	THAT subject to the passing of Resolution 13 and pursuant to Section 570 of the Companies Act 2006, the Directors be and are generally empowered to allot equity securities for cash.	☐	☐
8.	To reappoint Serena Lang as a Director of the Company.	☐	☐	☐	16.	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.	☐	☐
9.	To reappoint Earl Sibley as a Director of the Company.	☐	☐	☐	17.	THAT the articles of association be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association 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
Please complete this box only if you wish to appoint a third party proxy other than the Chair.
Please leave this box blank if you want to select the Chair. Do not insert your own name(s).

I/We hereby appoint the Chair 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 Henry Boot PLC to be held at **DoubleTree by Hilton Sheffield City, Bramall Lane, Sheffield S2 4SU** on 22 May 2025 at **12.30 pm**, 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 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 2024.			☐	☐	☐
2.	To declare a final dividend of 4.62p 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 2024.			☐	☐	☐
4.	To reappoint Timothy Roberts as a Director of the Company.			☐	☐	☐
5.	To reappoint Darren Littlewood as a Director of the Company.			☐	☐	☐
6.	To reappoint Peter Mawson as a Director of the Company.			☐	☐	☐
7.	To reappoint Talita Ferreira as a Director of the Company.			☐	☐	☐
8.	To reappoint Serena Lang as a Director of the Company.			☐	☐	☐
9.	To reappoint Earl Sibley as a Director of the Company.			☐	☐	☐

Special Resolutions				For	Against	Vote Withheld
10.	To reappoint James Sykes as a Director of the Company.			☐	☐	☐
11.	To reappoint Ernst & Young LLP as auditors of the Company.			☐	☐	☐
12.	To authorise the Audit and Risk Committee to fix the auditors' remuneration.			☐	☐	☐
13.	THAT pursuant to Section 551 of the Companies Act 2006, the Directors be and are generally and unconditionally authorised to allot shares in the Company.			☐	☐	☐
14.	THAT the rules of the Henry Boot PLC 2025 Long Term Incentive Plan be approved and authorised by the Directors.			☐	☐	☐
Special Resolutions						
15.	THAT subject to the passing of Resolution 13 and pursuant to Section 570 of the Companies Act 2006, the Directors be and are generally empowered to allot equity securities for cash.			☐	☐	☐
16.	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.			☐	☐	☐
17.	THAT the articles of association be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.			☐	☐	☐
Intention To Attend						
Please indicate if you intend to attend the AGM						☐

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).