



## Form of Proxy - Annual General Meeting to be held on 19 July 2018



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: 915173

SRN:

PIN:



View the Annual Report online: [www.corporate.bigyellow.co.uk/investors/reports-and-presentations/reports/rep2018](http://www.corporate.bigyellow.co.uk/investors/reports-and-presentations/reports/rep2018)

View the Notice of Meeting online: [www.corporate.bigyellow.co.uk/investors/shareholder-centre/agm-details](http://www.corporate.bigyellow.co.uk/investors/shareholder-centre/agm-details)

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 10 am on 17 July 2018

### 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 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 889 3226 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. A proxy card must be returned together with any authority under which it was signed.
- 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.
- In the case of joint holders the signature on this card by any one holder will suffice but the vote of the first named on the register of members of the Company will be accepted to the exclusion of the votes of the other joint holders.
- 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 pm on 17 July 2018, or if the meeting is adjourned to the Register of Members of the Company at 6.00 pm 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.
- Proxy appointments and voting instructions may be submitted electronically at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy) where full instructions on the procedure are given. To be valid, electronic appointments must be received by the Company's Registrars, Computershare Investor Services PLC, not later than 10.00 am on 17 July 2018.
- To appoint one or more proxies 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 10.00 am on 17 July 2018. 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.
- 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 889 3226 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.

**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

# 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).



|  |   |
|--|---|
|  | * |
|--|---|

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 Big Yellow Group PLC to be held at **60 Victoria Embankment, London, EC4Y 0JP** on **19 July 2018** at **10.00 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 Resolutions   | For                      | Against                  | Vote<br>Withheld         |
|--|--------------------------|--------------------------|--------------------------|
| 1. To receive the Directors' Report and Accounts and the Auditors' Report thereon for the year ended 31 March 2018.                                    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To approve the Directors' Remuneration Report for the year ended 31 March 2018 (other than the part containing the Directors' remuneration policy). | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To approve the Directors' Remuneration policy contained in the Directors' Remuneration Report for the year ended 31 March 2018.                     | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To declare a final dividend.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To re-elect Richard Cotton as a Director.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. To re-elect James Gibson as a Director.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. To re-elect Georgina Harvey as a Director.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. To re-elect Steve Johnson as a Director.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. To re-elect Dr Anna Keay as a Director.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. To re-elect Adrian Lee as a Director.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 11. To re-elect Vince Niblett as a Director  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

|  | For                      | Against                  | Vote<br>Withheld         |
|--|--------------------------|--------------------------|--------------------------|
| 12. To re-elect John Trotman as a Director.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 13. To re-elect Nicholas Vetch as a Director.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 14. To re-appoint KPMG LLP as auditors of the Company.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 15. To authorise the Directors to determine the auditors' remuneration.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 16. To authorise the Directors to allot shares pursuant to section 551 of the Companies Act 2006.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 17. To approve the Big Yellow Deferred Bonus Share Plan 2018.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>Special Resolutions</b>   |                          |                          |                          |
| 18. To empower the Directors to allot equity securities and/or sell equity securities held as treasury shares as if section 561 of the Companies Act 2006 did not apply. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 19. To authorise the Directors to disapply statutory pre-emption rights in respect of an additional 5% of the Company's issued share capital, in certain circumstances.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 20. To authorise the Company to purchase its own shares.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 21. To authorise the Directors to call a general meeting of the Company, other than an annual general meeting, on not 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).

