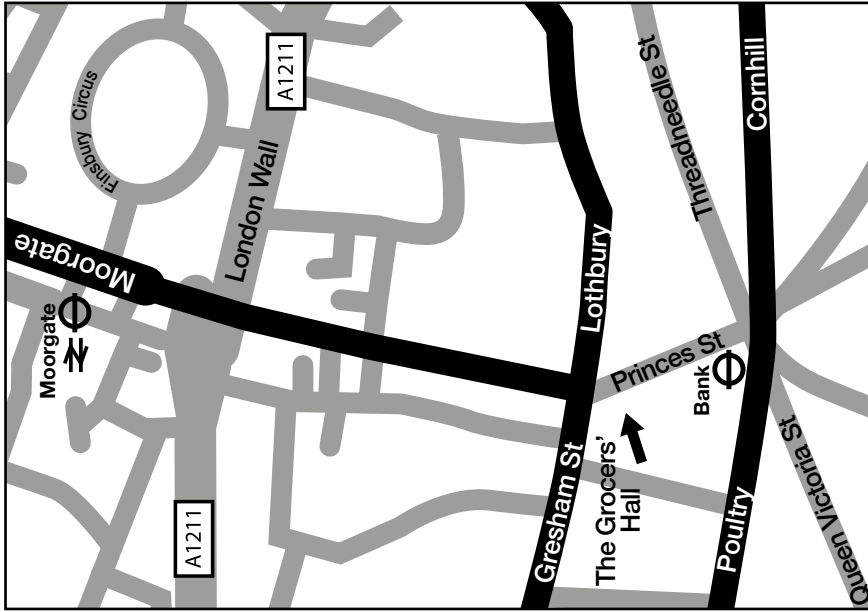


# Attendance card for the Annual General Meeting



The 2016 Annual General Meeting of Drax Group plc is to be held at The Grocers' Hall, Princess Street, London EC2R 8AD on 20 April 2016 at 11.30am.

Please detach and retain this attendance card and bring it with you if you come along to the Annual General Meeting to show as evidence of your right to be admitted.

You may be asked to provide proof of identity (photo identity and verification of your address may be required), as well as your attendance card from your Form of Proxy. If you have been appointed as proxy for a shareholder entitled to vote, please let the admission staff know and you will be asked to confirm the details of the shareholder you are representing.

Do not post this section with the Form of Proxy.

Shareholder reference number:

Signature of person attending:

# Form of Proxy – Drax Group plc

+

+

Voting ID

Task ID

Shareholder Reference No.

Please refer to the notes on the reverse of the attached attendance card before completing this form. I/We hereby appoint the Chairman of the Annual General Meeting or

Name of proxy

Number of shares proxy is appointed over



as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our ordinary shares on my/our behalf at the Annual General Meeting of Drax Group plc to be held at 11.30am on 20 April 2016 and at any adjournment thereof. I appoint my/our proxy to attend, speak and vote in the manner indicated below.

Please tick here if this proxy appointment is one of multiple appointments being made:  (see Note 2).

You may register the appointment of a proxy electronically by logging onto [www.sharevote.co.uk](http://www.sharevote.co.uk) and using the reference numbers above.

Resolutions	For	Against	Vote Withheld
1 To receive and adopt the Annual report and the audited accounts.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To approve the Annual statement to shareholders by the Chairman of the Remuneration Committee and the Annual report on remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To declare the final dividend of 0.6 pence per share.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To elect Will Gardiner as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To elect Andy Koss as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 To re-elect Tim Cobbold as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 To re-elect Philip Cox as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 To re-elect David Lindsell as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 To re-elect Dorothy Thompson as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 To re-elect Tony Thorne as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11 To reappoint Deloitte LLP as auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12 Authority for the directors to determine the auditor's remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13 Authority to make EU political donations to a specified limit.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14 Authority to allot shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15 Authority to make non pre-emptive share allotments.*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16 Authority to purchase own shares.*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17 Authority to call a General Meeting on not less than 14 days' notice.*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
* Special resolution			

It is helpful for organisational purposes for the company to gauge the number of attendees at the AGM, therefore if you intend to attend the AGM please tick here

Signature

Date



+

+

Freepost RTHJ-CLLL-KBKU  
Equiniti  
Aspect House  
Spencer Road  
Lancing  
BN99 8LU



## Notes

- 1 Only holders of ordinary shares, or their duly appointed representatives, are entitled to attend and vote at the meeting. A shareholder so entitled may appoint (a) proxy(ies), who need not be (a) shareholder(s), to exercise all or any of his/her rights to attend and to speak and vote his/her behalf at the meeting.
- 2 You can appoint the Chairman of the Annual General Meeting ("AGM") or anyone else to be your proxy at the AGM. You can also, if you wish, appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you.
  - To appoint the Chairman as your sole proxy in respect of all your ordinary shares complete any voting instructions but leave all other proxy appointment details blank.
  - To appoint a single proxy in respect of all your ordinary shares other than the Chairman, delete only the words "the Chairman of the Annual General Meeting" and insert the name of your proxy (who need not be a shareholder of the Company) and complete any voting instructions.
  - To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the registrar or you may photocopy the Form of Proxy. Please indicate in the box next to the proxy holder's name, the number of shares in relation to which you authorise them to act as your proxy and complete any voting instructions. Please also indicate by ticking the box provided on the Form of Proxy if the proxy instruction is one of multiple instructions being given. All Forms of Proxy should be returned together in the same envelope.

If the box next to the proxy holder's name is left blank, your proxy will be deemed to be authorised in respect of all your ordinary shares.
- 3 The Form of Proxy gives your proxy or proxies full rights to attend, speak and vote at the AGM.
- 4 If the Form of Proxy is signed by someone else on your behalf, their authority to sign must be returned with the Form of Proxy. If the shareholder is a corporation, the Form of Proxy must be executed under its common seal or signed by an officer or attorney or other person duly authorised by the corporation.
- 5 Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended) and section 360B of the Companies Act 2006, only those persons entered in the Register of Members of the Company (the "Register") as at 6.00pm on 18 April 2016 (the "Specified Time") shall be entitled to attend or vote at the AGM in respect of the number of ordinary shares in the capital of the Company registered in their names at that time. Changes to entries on the Register for certificated or uncertificated shares of the Company after the Specified Time shall be disregarded in determining the rights of any person to attend or vote at the AGM. Should the AGM be adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned AGM. Should the AGM be adjourned for a longer period, to be so entitled, members must have been entered on the Register by 6.00pm on the day which is two business days prior to the adjourned AGM or, if the Company given notice of the adjourned AGM, at the time specified in such notice.
- 6 Corporate Representatives must make themselves known to the registrar before the start of the meeting.
- 7 Full details of the resolutions to be proposed at the AGM, with explanatory notes, are set out in the enclosed Notice of the Annual General Meeting.
- 8 Please indicate with an "X" in the boxes provided how you wish your vote to be cast. Unless otherwise instructed, the person(s) appointed a proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting on any particular resolution and on any other business (including amendments to resolutions and any procedural business), which may come before the AGM.
- 9 If you appoint multiple proxies and wish to give them on separate instructions to vote or abstain from voting, please indicate how you wish each proxy to vote or abstain from voting by writing in each appropriate box the name of the proxy and the number of ordinary shares to be voted or withheld from voting by him or her.
- 10 The 'Vote withheld' option on the Form of Proxy is provided to enable you to abstain on any particular resolution. However, a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes "For" and "Against" a resolution.
- 11 Any alterations to this Form of Proxy should be initialled.
- 12 If you complete and return the Form of Proxy this will not preclude you from attending the AGM and voting in person.
- 13 All Forms of Proxy must be signed, dated and returned to the Company's registrar, Equiniti Limited.
- 14 In the case of joint holders, only one need sign this Form of Proxy, but the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority shall be determined by the order in which the names stand in the Company's register of members in respect of the joint holding.
- 15 To be valid the Form of Proxy (together with any authority under which it is executed or a copy of the authority certified notarially) must be received by the Company's registrar, Equiniti Limited, no later than 11.30am on 18 April 2016 or by no later than 48 hours, excluding non-business days, prior to the date of any adjourned meeting.
- 16 Please return the Form of Proxy to the address shown on the back of the Form. Alternatively, you can return it in an envelope using the following address: Equiniti Limited, FREEPOST RTHJ-CLLL-KBKU, Aspect House, Spencer Road, Lancing, West Sussex BN99 8LU. A stamp is not required if posted in Great Britain, Channel Islands or Northern Ireland.

Alternately Electronic Proxy Appointment ("EPA") is available for this Meeting. To use this facility you must visit [www.sharevote.co.uk](http://www.sharevote.co.uk) where details of the procedure are shown. The Voting ID, Task ID and Shareholder Reference Number shown on the Proxy Form will be required to complete the procedure. EPA will not be valid if received after 11.30am on Monday 18 April 2016 and will not be accepted if found to contain a computer virus.
- 17 If Equiniti Registrars receive more than one valid Form of Proxy in respect of the same ordinary shares, they will accept the last one. They cannot accept Forms of Proxy returned by fax.
- 18 The CREST electronic proxy appointment service is available for this AGM. To use this service CREST members should transmit a CREST proxy instruction, utilising the procedures described in the CREST Manual, so as to reach the Company's registrar, Equiniti Limited, CREST participant ID RA19 by no later than 11.30am on 18 April 2016 or in the case of any adjournment not later than 48 hours, excluding non-business days, before the time fixed for the adjourned 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 Equiniti Limited 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. For further information relating to the CREST proxy system, please refer to the CREST manual (available via [www.euroclear.com](http://www.euroclear.com)) and the notes to the Notice of the Annual General Meeting.