

Attendance card

Norcros plc – Annual General Meeting

Before completing this form, please read the Notice of Annual General Meeting (available from the Company and on its website: www.norcros.com) and the explanatory notes overleaf.

You may submit your proxy electronically, using the Share Portal service at www.capitashareportal.com. If not already registered for the Share Portal, you will need your Investor Code below.

Form of proxy for use at the annual general meeting of the Company to be held at 11.00 a.m. on 27 July 2016 at The Mere Golf Resort & Spa, Chester Road, Mere, Knutsford, Cheshire, WA16 6LJ or at any adjournment meeting.

Signature of person attending:

Barcode:

Investor Code:

Form of proxy

Norcros plc – Annual General Meeting

I/We, being (a) holder(s) of ordinary shares of ten pence each in the capital of the Company, hereby appoint the Chairman of the meeting or (see note 2) the following person:

Name of proxy

Number of shares (see note 2)

Barcode:

Investor Code:

Event Code:

as my/our proxy to exercise all or any of my/our rights to attend, to speak and to vote for me/us on my/our behalf at the annual general meeting of the Company to be held at 11.00 a.m. on 27 July 2016 at The Mere Golf Resort & Spa, Chester Road, Mere, Knutsford, Cheshire, WA16 6LJ and at any adjournment meeting.

Please mark this box if this proxy appointment is one of multiple appointments being made by the same shareholder (see note 3). ☐

I/We have indicated with an "X" how I/we wish my/our proxy to vote on the resolutions to be proposed at the meeting. I/We further direct my/our proxy to vote (or refrain from voting) as he/she thinks fit for me/us and on my/our behalf on any other matter which may properly come before the meeting or any adjournment of the meeting. If no indication is given, the proxy may vote or refrain from voting at his/her discretion.

Please indicate how you wish your proxy to vote or abstain by inserting "X" in the appropriate box.

Resolutions

	For	Against	Vote withheld (see note 4)
1. Ordinary resolution to receive the audited accounts and the auditor's and Directors' reports for the year ended 31 March 2016.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Ordinary resolution to approve the Directors' Remuneration Report for the year ended 31 March 2016.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Ordinary resolution to declare a final dividend of 4.4 pence per ordinary share.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Ordinary resolution to re-elect Jo Hallas as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Ordinary resolution to re-elect Martin Towers as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Ordinary resolution to re-elect David McKeith as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Ordinary resolution to re-elect Nick Kelsall as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Ordinary resolution to elect Shaun Smith as a Director of the Company, who was appointed by the board since the last AGM.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please mark this box if signing on behalf of a member under a power of attorney or other authority ☐

Signature

Date

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

Resolutions

	For	Against	Vote withheld (see note 4)
9. Ordinary resolution to re-appoint PricewaterhouseCoopers LLP as auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Ordinary resolution to authorise the audit committee of the board to determine the auditor's remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Ordinary resolution to grant the Directors authority to allot shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Special resolution for the disapplication of pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Special resolution for the disapplication of pre-emption rights in relation to shares issued for the purpose of financing an acquisition or other specified capital investment.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Special resolution to grant authority to purchase own shares on market.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. Special resolution to approve calling of general meetings on not less than 14 clear days' notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Notes

- 1 A proxy need not be a member of the Company. A member who is entitled to attend and vote at the meeting is entitled to appoint another person, or two or more persons in respect of different shares held by him, as his proxy to exercise all or any of his rights to attend, speak and vote at the meeting.
- 2 The appointment of the chairman of the meeting as proxy has been included for convenience. In order to appoint any other person as proxy, delete the words "the Chairman of the meeting or" and insert the name of the person appointed proxy in the space provided. If the proxy is being appointed in relation to part only of your shareholding, please enter in the box next to the proxy's name the number of shares in relation to which he/she is authorised to act as your proxy. If the box is left blank, he/she will be authorised in respect of your entire shareholding.
- 3 In order to appoint more than one proxy, (an) additional proxy form(s) can be obtained from the Company's registrar, Capita Asset Services, on 0871 664 0300 (calls cost 12 pence per minute plus network extras. Lines are open 9.00 a.m. till 5.30 p.m. Monday to Friday), or you may photocopy this form. Please enter in the box next to the proxy's name the number of shares in relation to which he/she is authorised to act as your proxy. Please also indicate, by marking the relevant box, if the proxy appointment is one of multiple appointments being made. All forms must be signed and should be returned together in the same envelope.
- 4 Unless otherwise instructed, a proxy may vote or refrain from voting on all of the resolutions, and in respect of any other business which may properly come before the meeting, at his discretion. The "Vote withheld" option enables members to instruct their proxy not to vote on any particular resolution. However, it should be noted that a vote withheld in this way is not a "vote" in law and will not be counted in the votes "For" or "Against" a resolution.
- 5 In order to appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) through the CREST system, the appropriate CREST message must be received by Capita Asset Services (ID number RA10), as the Company's "issuer's agent", by 11 a.m. on 25 July 2016. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied by the CREST Applicants Host) from which Capita Registrars is first able to retrieve the message. CREST personal members or other CREST sponsored members should refer to their CREST sponsor for assistance with appointing proxies via the CREST system. In certain circumstances, the Company may, in accordance with the Uncertificated Securities Regulations 2001 or the CREST Manual, treat a CREST proxy appointment instruction as invalid.
- 6 This form must be signed and dated by the member or his/her attorney duly authorised in writing. If the member is a company, it must be executed under its common seal or signed on its behalf by an officer or attorney or other person authorised to sign.
- 7 In the case of joint holders, the signature of any one will be sufficient, but the names of all joint holders should be stated. The vote of the senior joint holder (according to the order in which the names stand in the register in respect of the shareholding) who tenders a vote in person or by proxy shall be accepted to the exclusion of the vote of the other joint holder(s).
- 8 In order to be valid, the form of proxy, together with any power of attorney or other written authority under which it is signed, or a notarially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971 of such power or written authority, must be completed, signed and returned so as to reach the Company's registrar, Capita Asset Services, at Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU by no later than 11 a.m. on 25 July 2016.
- 9 Electronic Proxy Appointment (EPA) is available for this meeting. If you would like to submit your proxy form using the web-based voting facility, go to www.capitashareportal.com and select "Register" if you have not previously registered for this service. You will be asked for your investor code shown on this proxy form. EPA will not be valid if received after 11 a.m. on 25 July 2016 and will not be accepted if found to contain a computer virus.
- 10 The right of a member of the Company to vote at the meeting will be determined by reference to the register of members. A member must be registered on that register by close of business on 25 July 2016 in order to be entitled to attend and vote at the meeting as a member in respect of those shares.
- 11 The appointment of a proxy will not prevent a member from attending the meeting or at any adjournment thereof and voting in person.

Business Reply Plus
Licence Number
RLUB-TBUX-EGUC



PXS 1
34 Beckenham Road
Beckenham
BR3 4ZF