

Form of proxy

Norcros plc – Annual General Meeting 2019

Please insert your name and address:

Name:
Address:

Rather than use this form, you may submit your proxy electronically at www.signalshares.com (see note 9)

For guidance on how to complete this Form of Proxy please refer to the notes below.

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)

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 23 July 2019 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 by inserting "X" in the appropriate box. Resolutions 1 to 11 are proposed as ordinary resolutions and Resolutions 12 to 15 are proposed as special resolutions.

Resolutions

	For	Against	Vote withheld (see note 4)
1. To receive the audited accounts and the auditor's and Directors' reports for the year ended 31 March 2019.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' Remuneration Report for the year ended 31 March 2019.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To declare a final dividend of 5.6 pence per ordinary share.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To elect Alison Littlely as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Martin Towers as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect David McKeith as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Nick Kelsall as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Shaun Smith as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolutions

	For	Against	Vote withheld (see note 4)
9. To re-appoint PricewaterhouseCoopers LLP as auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To authorise the Audit and Risk Committee of the Board to determine the auditor's remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To authorise the Directors to allot shares up to the specified limit.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To empower the Directors to disapply pre-emption rights up to the specified limit.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To empower the Directors to disapply pre-emption rights up to the specified limit in relation to an acquisition or other specified capital investment	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To grant authority to purchase own shares on	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. To approve calling of general meetings on not less than 14 clear days' notice.	<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

Notes

- 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.
- 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. Where you appoint as your proxy someone other than the Chairman of the meeting, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish for a proxy to make any comments on your behalf at the meeting, you will need to appoint someone other than the Chairman of the meeting and give them the relevant instructions directly. 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.
- In order to appoint more than one proxy, (an) additional proxy form(s) can be obtained from the Company's registrar, Link Asset Services, if from the UK on 0871 664 0391 (calls cost 12p per minute plus network extras) and if from outside the UK on +44 371 664 0391 (calls from outside the UK will be charged at the applicable international rate). Lines are open 9.00 am until 5.30 pm Monday to Friday (excluding public holidays in England and Wales), 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.
- 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.
- 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 Link Asset Services (ID number RA10), as the Company's "issuer's agent", by 11.00 am on 19 July 2019. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied by the CREST Applications Host) from which Link Asset Services 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 CREST proxy appointment instruction as invalid.
- 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.
- 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).
- 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, Link Asset Services, PXS at Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by no later than 11.00 am on 19 July 2019.
- 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.signalshares.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 11.00 am on 19 July 2019 and will not be accepted if found to contain a computer virus.
- 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 19 July 2019 in order to be entitled to attend and vote at the meeting as a member in respect of those shares.
- The appointment of a proxy will not prevent a member from attending the meeting or at any adjournment thereof and voting in person.

Please send the completed and signed Form of Proxy to FREEPOST PXS, 34 BECKENHAM ROAD, BECKENHAM BR3 9ZA. Note: Shareholders outside the United Kingdom cannot use Freepost and should send this Form of Proxy to Link Asset Services, PXS 34 Beckenham Road, Beckenham, Kent, BR3 9ZA, United Kingdom.