

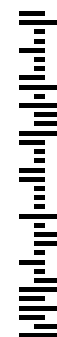
# Vesuvius plc

Form of Proxy (“the Form”) – Notes on completion for the Annual General Meeting of the Company to be held at 165 Fleet Street, London EC4A 2AE on Wednesday 13 May 2020 at 11.00am

1. Full details of the resolutions to be proposed at the 2020 Annual General Meeting (the “AGM”), with explanatory notes, are set out in the Notice of Meeting (the “Notice”).
2. A shareholder entitled to attend and vote at the AGM is entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend and speak and vote at the AGM. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. Proxies need not be shareholders of the Company.
3. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Registrar on 0371 384 2335 or, if calling from outside the UK, +44 121 415 7047. Lines are open from 8.30am to 5.30pm Monday to Friday. Alternatively, you may photocopy the Form. Please also indicate by ticking 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.
4. The appointment of a proxy will not preclude a shareholder from attending the AGM and voting in person.
5. Shareholders who wish to appoint a proxy other than the Chairman of the AGM, should insert that proxy’s name in the space provided, delete the words “the Chairman of the Meeting or” and initial the alteration. 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 the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if the Form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
6. The “Vote Withheld” option is provided to enable the appointor to withhold his/her vote on any particular resolution. It should be noted that a withheld vote is not considered to be a vote in law and will not be counted in the proportion of votes “For” and “Against” a resolution.
7. The Form (i) in the case of an individual, must either be signed by the appointor or his/her attorney; and (ii) in the case of a corporation, must be either given under its common seal or be signed on its behalf by an attorney or a duly authorised officer of the corporation. Any signature on or authentication of such appointment need not be witnessed. Where an appointment of a proxy is signed on behalf of the appointor by an attorney, the power of attorney or a copy thereof certified notarially or in some other way approved by the Directors must (failing previous registration with the Company) be submitted to the Company, failing which the appointment may be treated as invalid.
8. To be effective, the Form, together with any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must either be (a) sent to the Company’s Registrars, Equiniti Limited, of Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA so as to arrive no later than 11.00am on Monday 11 May 2020 or, if the Meeting is adjourned, 48 hours before the time fixed for the adjourned Meeting or (b) lodged using the CREST Proxy Voting Service.
9. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the AGM, and the number of votes which may be cast at the AGM, will be determined by reference to the Company’s register of members at 6.30pm on Monday 11 May 2020 or, if the AGM is adjourned, at 6.30pm on the day two days before the day fixed for the adjourned AGM (as the case may be). In each case, changes to the register of members after such time will be disregarded in determining the rights of any person to attend and vote at the AGM.
10. In the case of joint holders, only one need sign the Form but, if more than one holder votes, the vote of the senior holder who tenders a vote will be accepted to the exclusion of the other joint holders. For this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
11. Any proxy appointed pursuant to the Form will vote as indicated by the Form. For any other business arising at the AGM, including any proper procedural resolution not listed on the Notice, the proxy will vote at his/her discretion.
12. CREST participants may lodge their proxy appointments via CREST. Please refer to Note 9 on page 6 of the Notice. 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 RA19) not later than 48 hours before the time (as determined by 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.
13. Any alterations to the Form must be initialed by the person who signs it.

Equiniti  
Aspect House  
Spencer Road  
LANCING  
BN99 8GP

Business Reply Plus  
Licence Number  
RTAR - EEUZ - HXRE



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# Vesuvius plc

## Form of Proxy 2020 AGM

For use at the Annual General Meeting to be held at 165 Fleet Street, London EC4A 2AE on Wednesday 13 May 2020 at 11.00am

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I/We being a holder/holders of ordinary shares of Vesuvius plc (the "Company") and entitled to vote at the Annual General Meeting hereby appoint the Chairman of the Meeting or (see note 5)

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Name

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement\* on my/our behalf at the Meeting to be held on Wednesday 13 May 2020 at 11.00am and at any adjournment thereof.

**This Form of Proxy is to vote on the resolutions detailed below. Please indicate with a mark X in each case how you wish the proxy to vote on your behalf or if you wish them to abstain from voting. In the absence of any such indication and in relation to any other business arising at the Meeting the proxy will vote or withhold your vote at his or her discretion.**

Please tick here if this proxy appointment is one of multiple appointments being made\*. (\*For the appointment of more than one proxy, please refer to Note 3 overleaf.)

	Vote				Vote		
	For	Against	Withheld		For	Against	Withheld
1 Annual Report and Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12 Reappoint Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Directors' Remuneration Policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13 Remuneration of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14 Authority to incur political expenditure	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Elect Ms Friederike Helfer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15 Authority to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Re-elect Mr Patrick André	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16 Authority to disapply pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Re-elect Mr Hock Goh	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17 Additional authority to disapply pre-emption rights only in connection with an acquisition or specified investment	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Re-elect Ms Jane Hinkley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18 Authority to purchase own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Re-elect Mr Douglas Hurt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19 Authority to call a general meeting on 14 clear days' notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Re-elect Ms Holly Koeppel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
10 Re-elect Mr John McDonough CBE	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
11 Re-elect Mr Guy Young	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

Please see Form of Proxy – Notes on completion overleaf.

Dated

Signature

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Please ensure when posting this Form that both the admittance card and proxy notes are detached and retained for your use.

# Vesuvius plc

## Shareholder Admittance card 2020

Annual General Meeting of the Company to be held at 165 Fleet Street, London EC4A 2AE on Wednesday 13 May 2020 at 11.00am

### Attendance at the meeting – Admittance card

If you intend to attend the AGM please notify the Company in advance via email (for this purpose only) to: company.secretary@vesuvius.com.

Dated

Signature

Shareholder Reference Number

### COVID-19

There remains great uncertainty about the impact that the COVID-19 pandemic will have on activities during the next few months. At the current time the UK Government has enacted compulsory measures prohibiting, amongst other things, public gatherings of more than two people. If these measures remain in force on the date of the AGM then **Shareholders will not be able to attend the meeting in person, and anyone attempting to do so will be refused entry**. We strongly encourage Shareholders to use their proxy vote this year. We will not be holding the meeting in our usual format. We will have the minimum number of people present and plan to complete the meeting as quickly as possible. In the event that our AGM arrangements have to change further, the Company will place a notice on the Company's website. You are advised to check the website: [www.vesuvius.com](http://www.vesuvius.com), for any such notifications.