

Vesuvius plc

Form of Proxy (“the Form”) – Notes on completion for the Annual General Meeting of the Company to be held at the offices of Linklaters LLP, One Silk Street, London EC2Y 8HQ on Wednesday 18 May 2022 at 11.00am

Shareholders may submit their proxies electronically at www.sharevote.co.uk using the Voting ID, Task ID and Shareholder Reference Number printed on the front of this form.

1. Full details of the resolutions to be proposed at the 2022 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 does not in itself preclude a shareholder from attending the AGM and voting in person. An appointed proxy must attend the AGM to represent the shareholder.
5. 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.
6. 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 notari ally 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.
7. 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 16 May 2022 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 or (c) lodged using the Proximity platform.
8. As an alternative to completing a paper copy Form of Proxy, a shareholder can appoint a proxy electronically by submitting a proxy instruction through www.sharevote.co.uk. For security purposes, you will need to provide your Voting ID, Task ID and Shareholder Reference Number (SRN) (which are shown on the front of this Form of Proxy). Full instructions are given on the sharevote website.
9. If you return both paper and electronic proxy instructions, those received last by the Registrar before the latest time for receipt of proxies will take precedence. You are advised to read the sharevote website’s terms and conditions of use carefully. Electronic communication facilities are available to all shareholders and those who use them will not be disadvantaged.
10. 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 16 May 2022 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.
11. 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.
12. 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 in the Notice, the proxy will vote at his/her discretion.
13. Any alterations to the Form must be initialled by the person who signs it.
14. CREST participants who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual (available via www.euroclear.com). The message must, in order to be valid, be transmitted so as to be received by Equiniti (ID RA19) by the latest time for receipt of proxy appointments specified in Note 7 above. Please also see notes 10 to 13 on page 6 of the Notice for further information on proxy appointments through CREST.
15. If you are an institutional investor you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to www.proximity.io. Your proxy instruction must be lodged so as to be received by Equiniti by the latest time for receipt of proxy appointments specified in Note 7 above. Please also see note 14 on page 6 of the Notice for further information on proxy appointments through Proximity.

Equiniti
Aspect House
Spencer Road
LANCING
BN99 8GP

Business Reply Plus
Licence Number
RTAR - EEUZ - HXRE



Vesuvius plc

Form of Proxy 2022 AGM

For use at the Annual General Meeting to be held at the offices of Linklaters LLP, One Silk Street, London EC2Y 8HQ on Wednesday 18 May 2022 at 11.00am

+ +

Voting ID	Task ID	Shareholder Reference

You can choose to submit your proxy votes electronically at www.sharevote.co.uk using the above numbers. If you do so, you will not need to return this Form of Proxy. If you do not vote electronically, please return this paper Form.

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 4)

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 18 May 2022 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 Final dividend	<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 Re-elect Mr Patrick André	<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 Ms Kath Durrant	<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 Dinggui Gao	<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 Friederike Helfer	<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 Ms Jane Hinkley	<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 Mr Douglas Hurt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	20 Approval of the rules of the Vesuvius Share Plan	<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

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 2022

Annual General Meeting of the Company to be held at the offices of Linklaters LLP, One Silk Street, London EC2Y 8HQ on Wednesday 18 May 2022 at 11.00am

Attendance at the Meeting – Admittance card

Dated

Signature

Covid and the 2022 Annual General Meeting ("AGM")

The AGM will be held at the offices of Linklaters LLP. Linklaters follows the Covid Secure guidance to help reduce the risk of Covid transmission in their offices. Please do not come to the AGM if you have Covid symptoms or have tested positive for Covid or if you are feeling generally unwell. Shareholders who are unable to attend the AGM in person are invited to join a webinar of the proceedings of the AGM. Details of how to join the webinar will be given on the Company's website: www.vesuvius.com, on the day of the Meeting.

Shareholders who are unable to attend the AGM in person are invited to submit questions about the business of the AGM in advance of the Meeting to the Company Secretary at: Vesuvius plc, 165 Fleet Street, London EC4A 2AE, England or by e-mail (for this purpose only) to: shareholderinformation@vesuvius.com.

Shareholder Reference Number

Barcode Area
DO NOT PRINT