

ATTENDANCE CARD

AO WORLD Plc – ANNUAL GENERAL MEETING

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



To be held at: 5A The Parklands, Lostock, Bolton, BL6 4SD on 20 August 2020 at 8:00 am

Signature of person attending

Bar Code:

FORM OF PROXY

AO WORLD Plc – ANNUAL GENERAL MEETING

Bar Code:

I/We being a member of the Company hereby appoint the Chairman of the meeting or (see Note 1 overleaf)

Name of proxy

Number of shares proxy appointed over

Event Code:

as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held at 8.00 am on 20 August 2020 and at any adjournment thereof. I have indicated with a "X" how I/we wish my/our votes to be cast on the following resolutions:

If you wish to appoint multiple proxies please see Note 3 overleaf. ☐ Please also tick here if you are appointing more than one proxy (see Note 3 overleaf).

Resolutions

	For	Against	Vote Withheld*
1. To receive the accounts and the reports of the Directors and Auditor for the year ended 31 March 2020.	☐	☐	☐
2. To receive and approve the Directors' Remuneration Report, other than the part containing the Directors' Remuneration Policy, for the year ended 31 March 2020.	☐	☐	☐
3. To re-elect Geoff Cooper as a Director.	☐	☐	☐
4. To re-elect John Roberts as a Director.	☐	☐	☐
5. To re-elect Mark Higgins as a Director.	☐	☐	☐
6. To re-elect Chris Hopkinson as a Director.	☐	☐	☐
7. To re-elect Marisa Cassoni as a Director.	☐	☐	☐
8. To re-elect Shaun McCabe as a Director.	☐	☐	☐
9. To re-elect Luisa Delgado as a Director.	☐	☐	☐

Resolutions

	For	Against	Vote Withheld*
10. To reappoint KPMG LLP as Auditor of the Company to hold office until conclusion of the Annual General Meeting of the Company to be held in 2021.	☐	☐	☐
11. To authorise the Audit Committee to determine the remuneration of KPMG LLP.	☐	☐	☐
12. To authorise the Directors to allot shares.	☐	☐	☐
13. To disapply statutory pre-emption rights.	☐	☐	☐
14. To disapply statutory pre-emption rights – limited to an acquisition or capital investment.	☐	☐	☐
15. To authorise the Company to purchase its own shares.	☐	☐	☐
16. To authorise the Company and its subsidiaries to make political donations and incur political expenditure.	☐	☐	☐
17. To authorise the Company to call general meetings on not less than 14 clear days' notice.	☐	☐	☐
18. To approve the adoption of the AO World Plc Value Creation Plan and the amendment of the AO 2018 Incentive Plan	☐	☐	☐

Signature

Date

You may submit your proxy electronically at <https://www.aoshareportal.com/>

Notes

Shareholders are reminded that In light of the current UK Government measures around COVID-19 and the Company's desire to protect the health and safety of our shareholders and employees AO World Plc's AGM will be run as a closed meeting and shareholders, and any named person they appoint as a proxy (other than the Chairman of the meeting), will not be permitted to attend in person.

1. A member may appoint a proxy or proxies (who need not be a member of the Company) to exercise all or any of his rights to attend, speak and vote at the meeting. Given the restrictions on attendance, shareholders are advised to appoint the Chairman of the meeting as their proxy rather than a named person who will not be permitted to attend the meeting. If you wish to appoint a proxy other than the Chairman of the meeting, delete the words "the Chairman of the meeting or (see Note 1 overleaf)" and insert the name of your proxy in the space provided. Please initial the amendment (unless you are completing an online version).
2. 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 this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
3. A member can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him. To appoint more than one proxy you must complete a separate form of proxy for each proxy unless you are appointing your proxies electronically in which case, please refer to Note 8 below. Additional proxy forms may be obtained by contacting the Company's registrars or you may photocopy this form. Please indicate 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. 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, if returned by post, should be included in the same envelope.
4. The proxy must attend the meeting in person to represent you. The completion of a form of proxy does not preclude the member from attending or voting in person.
5. Please indicate how you wish your proxy to vote on the resolutions by inserting "X" in the appropriate space. If you fail to select any of the given options, the proxy is authorised to vote (or abstain from voting) at his or her discretion on the specified resolutions. The proxy is also authorised to vote (or abstain from voting) on any other business which may properly come before the meeting. Any alteration made to this form of proxy should be initialled by the person signing it.

6. In the case of a corporation the proxy must be under its common seal (if any) or the hand of its duly authorised agent or officer. In the case of an individual the proxy must be signed by the appointor or his agent, duly authorised in writing.
7. In the case of joint holders the signature of only one of the joint holders is required but, if more than one votes, the vote of the first named on the register of members will be accepted to the exclusion of other joint holders.
8. In order to be valid an appointment of proxy must be returned (together with any authority under which it is executed or a certified copy of the authority) by one of the following methods:
 - in hard copy form by post, by courier or by hand to the Company's Registrar, Link Asset Services, at the address printed on the back of the Form of Proxy or, if preferred, in an envelope to **FREEPOST PXS, 34 Beckenham Road, BR3 9ZA** (please note delivery using this service can take up to five business days);
 - by completing it online at www.aoshareportal.com and following the on-screen instructions to submit it - you will need to identify yourself with your personal Investor Code given overleaf; or
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in the notice of meeting and the CREST Manual on the Euroclear website (www.euroclear.com/CREST),and in each case must be received by the Company not less than 48 hours before the time of the meeting (excluding non-working days).
9. Please note that the Company/the Company's registrars take all reasonable precautions to ensure no viruses are present in any electronic communication it sends out but the Company cannot accept responsibility for loss or damage arising from the opening or use of any email or attachments from the Company and recommends that the shareholders subject all messages to virus checking procedures prior to use. Any electronic communication received by the Company/the Company's registrars, including the lodgement of an electronic proxy form, that is found to contain any virus will not be accepted.
10. You may not use any electronic address provided in this Form of Proxy to communicate with the Company for any purposes other than those expressly stated.
 - * The "Vote Withheld" option is to enable you to abstain on any of the specified resolutions. Please note that a "Vote Withheld" has no legal effect and will not be counted in the votes "For" and "Against" a resolution.

Business Reply Plus
Licence Number
RLUB-TBUX-EGUC



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