

**ATTENDANCE CARD**  
**POLYPIPE GROUP PLC – ANNUAL GENERAL MEETING 2017**

To be held at: Holiday Inn, High Road, Doncaster, DN4 9UX.

If you wish to attend this meeting in your capacity as a holder of Ordinary Shares, please sign this card and on arrival hand it to the Company's registrars. This will facilitate entry to the meeting.

## **NOTICE OF AVAILABILITY – 2016 Annual Report and Accounts and Notice of 2017 AGM**

**Important – please read carefully**

You can now access the 2016 Annual Report and Accounts and Notice of the 2017 AGM at

[www.polypipe.com](http://www.polypipe.com)

Please note the deadline for receiving proxies is 10.30 am on Monday 22 May 2017.

**Signature of person attending**

Barcode:

### Investor Code:

# **FORM OF PROXY**

## **POLYPIPE GROUP PLC – ANNUAL GENERAL MEETING 2017**

Barcode:

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

## Investor Code:

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 10.30 am on Wednesday 24 May 2017 and at any adjournment thereof. I/We have indicated with a 'X' in the boxes below how I/we wish my/our votes to be cast on the resolutions set out in the Notice of the Annual General Meeting:

If you wish to appoint multiple proxies please see note 2 over.

Please also tick here if you are appointing more than one proxy.

## **RESOLUTIONS** Please mark with an 'X' to indicate how you wish to vote

1. To receive the Company's financial statements for the year ended 31 December 2016.
2. To approve the Directors' Remuneration Report for the year ended 31 December 2016.
3. To declare a final dividend of 7.0 pence per ordinary share for the year ended 31 December 2016.
4. To re-elect Mr David Hall as a Director of the Company.
5. To re-elect Mr Ron Marsh as a Director of the Company.
6. To re-elect Mrs Moni Mannings as a Director of the Company.
7. To re-elect Mr Paul Dean as a Director of the Company.
8. To re-elect Mr Mark Hammond as a Director of the Company.

## **RESOLUTIONS** Please mark with an 'X' to indicate how you wish to vote

9. To re-elect Mr Martin Payne as a Director of the Company.
10. To re-appoint Ernst & Young LLP as Auditor of the Company.
11. To authorise the Audit Committee of the Company to determine the Auditor's remuneration.
12. To authorise the Directors to allot shares under section 551 of the Companies Act 2006.
13. To authorise the Directors to allot equity securities in accordance with section 570 of the Companies Act 2006.
14. To authorise the Directors to allot equity securities used only for the purpose of financing.
15. To authorise the Company generally and unconditionally to make market purchases of its own shares.
16. To authorise the Company to hold general meetings on not less than 14 clear days' notice.

**Signature**

Date

**Notes**

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his or her proxy to exercise all or any of his or her rights to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see over). If the proxy is being appointed in relation to less than your full voting entitlement, please enter 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).
2. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate 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.
3. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first named being the most senior).
4. If this Form of Proxy is validly returned without an indication as to how the proxy shall vote on any particular resolution, the proxy will exercise his or her discretion as to whether, and if so how, he or she votes on that resolution.
5. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
6. The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
7. Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on Monday 22 May 2017. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
8. Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
9. The completion and return of this form will not preclude a member from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
10. To be valid this Form of Proxy must arrive at Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, accompanied by any power of attorney under which it is executed (if applicable), no later than 10.30 am on Monday 22 May 2017.
11. If you prefer, you may return the proxy form to the Registrar in an envelope addressed to FREEPOST CAPITA PXS. Please note that delivery using this service may take up to five business days.
12. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.

**Business Reply Plus**  
**Licence Number**  
**RLUB-TBUX-EGUC**



**PXS 1**  
**34 Beckenham Road**  
**BECKENHAM**  
**BR3 4ZF**