

FORM OF PROXY FOR USE AT  
**THE WATCHES OF SWITZERLAND GROUP PLC**  
 ANNUAL GENERAL MEETING 2019

I/We being (a) member(s) of the Watches of Switzerland Group PLC (the "Company") hereby appoint the Chairman of the Meeting OR (see note 2) those named below as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting (the "AGM") of the Company to be held at 1pm on Thursday 17 October 2019 and at any adjournment thereof at to be held at 36 North Row, London W1K 6DH.

Name of proxy

Number of shares proxy appointed over



**Please leave blank if you have selected the chairman. Do not insert your own name(s) here.**

☐ Please indicate with a 'X' here if you are appointing more than one proxy and see note 2 overleaf.

Please indicate with an 'X' in the spaces below how you wish your votes to be cast on each resolution to be proposed at the AGM. If this form is received duly signed but without a specific written direction on all or any of the resolutions, and in respect of any other motion which may be proposed at the AGM (including a motion to adjourn), the proxy will exercise his or her discretion as to how he or she votes and as to whether or not he or she abstains from voting. The 'Vote withheld' option is to enable you to abstain on any of the specified resolutions. Please note that a withheld vote has no legal effect and will not be counted in the votes 'For' or 'Against' a resolution.

Please note the deadline for receiving proxies is 1pm on Tuesday 15 October 2019 (see note 8 overleaf).

Resolutions	For	Against	Vote withheld		For	Against	Vote withheld
1. To receive the Group's Annual Report and Accounts, as well as the Individual Accounts of the Company, for the financial year ended 28 April 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. To appoint Ernst & Young LLP as Auditors of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' Remuneration Policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. To authorise the directors to determine the remuneration of the Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To elect Dennis Millard as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. To authorise the Directors to allot shares in the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To elect Brian Duffy as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. To authorise the Directors to make political donations and expenditure in accordance with the Companies Act 2006	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To elect Anders Romberg as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Special Resolutions</b>			
6. To elect Teresa Colaïanni as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14 To empower the Directors to issue shares for cash free from statutory pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To elect Rosa Monckton as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15 To empower the Directors to issue shares for cash free from statutory pre-emption rights in connection with acquisitions or other capital investments	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To elect Robert Moorhead as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16 To call general meetings (other than annual general meetings) on not less than 14 days' notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To elect Fabrice Nottin as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

Signature ..... Dated this ..... day of ..... 2019

Full name(s) in which shares are registered .....

☐ Please indicate with a 'X' here if you are appointing more than one proxy and see note 2 overleaf.

## NOTES FOR COMPLETION OF THE FORM OF PROXY

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.
2. You can appoint the Chairman of the meeting or anyone else to be your proxy at the annual general meeting. You can also, if you wish, appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. If no name is inserted in the space provided, the Chairman of the meeting will be deemed to be appointed as proxy.
  - To appoint the chairman as your sole proxy in respect of all of your shares fill in any voting instructions and sign and date the form of proxy – leave all other proxy appointment details blank.
  - To appoint a single proxy other than the chairman in respect of all of your shares, delete the words “the chairman of the meeting or (see note 2)” and insert the name of your proxy in the space provided.
  - To appoint more than one proxy, you should photocopy the form of 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 7 below.
3. 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.
4. Please indicate how you wish your proxy to vote on the resolutions by inserting ‘X’ in the appropriate space.
5. 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.
6. 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.
7. If a shareholder appoints more than one proxy and the proxy forms appointing those proxies would give those proxies the apparent right to exercise votes on behalf of the shareholder in the AGM over more shares than are held by the shareholder, then each of those proxy forms will be invalid and none of the proxies so appointed will be entitled to attend, speak or vote at the meeting.
8. In order to be valid an appointment of proxy must be returned (together with any authority under which it is executed or a copy of the authority certified notarially or in some other way approved by the directors) by one of the following methods:
  - in hard copy form by post, by courier or by hand (during normal business hours) to the Company’s Registrars, Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA;
  - in electronic form to the Company’s Registrars, Equiniti at [proxyvotes@equiniti.com](mailto:proxyvotes@equiniti.com); and
  - in the case of CREST members, by utilising 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](http://www.euroclear.com)), and in each case must be received by the Company not less than 48 hours before the time of the meeting.
9. The right to vote at the Company’s annual general meeting (“AGM”) is determined by reference to the Company’s register of members (the “Register”). Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended) and section 360B of the Companies Act 2006, only those persons entered in the Register as at 6-30pm on Tuesday 15 October 2019 (or, if the AGM is adjourned, 6.30 p.m. on the day which is two business days before the time of the adjourned meeting) (the ‘Specified Time’) shall be entitled to attend, speak and vote at the AGM in respect of the number of shares registered in their name at such time. Changes to entries on the Register after the Specified Time shall be disregarded in determining the rights of any person to attend, speak and vote at the AGM.
10. If two or more valid forms of proxy are delivered in respect of the same share, the one which was delivered last (regardless of its date or the date of its execution) will be valid. If it is not possible to determine the order of receipt, none of the forms will be treated as valid.
11. For further details regarding the form of proxy, please see pages 10 to 11 of the accompanying circular and notice of meeting.
12. The summaries of the resolutions are for guidance only. You are advised to read the accompanying circular and notice of meeting carefully.