

**James Fisher and Sons plc**  
**Annual General Meeting 2023 - Form of Proxy**

You may appoint a proxy at [www.signalshares.com](http://www.signalshares.com) instead of using this form.

Account Name:
Investor Code:

For guidance on how to complete this Form of Proxy please refer to the Notice of Meeting on the Company's website.

I/We being (a) member/members hereby appoint the Chairman of the meeting/the following person:

Name of proxy (if not the Chairman of the meeting):

Number of ordinary shares appointed over:  
(if less than your full voting entitlement)

as my/our proxy, to attend, speak and vote on my/our behalf at the Meeting of the Company and at any adjournment thereof. Please indicate below how you would like your proxy to vote on your behalf on the resolutions.

Please put an 'X' in the box opposite if this proxy appointment is one of multiple appointments being made:

<b><u>Resolutions:</u></b>	For	Against	Withheld
1 To receive the Annual Report and Accounts for the year ended 31 December 2022	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To approve the Directors' Remuneration Report for the year ended 31 December 2022 (see notice)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To elect Mr J B Vernet as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To re-elect Mr A G Cockburn as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To re-elect Mr D Kennedy as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 To re-elect Ms A I Comiskey as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 To re-elect Mr J R Atkinson as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 To re-elect Dr I Braunschmidt as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 To re-elect Ms C L Hawkings as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 To re-elect Mr K P Pandya as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11 To re-appoint KPMG LLP as auditor of the Company to hold office until the conclusion of the next AGM of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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|--|--------------------------|--------------------------|--------------------------|
| 12 To authorise the Audit Committee to determine the auditor's remuneration  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 13 That the Directors are authorised to allot shares and to grant rights to subscribe for or convert any security into shares in the Company (see notice)            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 14 That, subject to Resolution 13, the Directors be empowered to allot equity securities for cash as if section 561(1) of the Act did not apply (see notice)         | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 15 That, subject to Resolution 13 and in addition to 14, the Directors be empowered to allot equity securities for cash as if section 561 did not apply (see notice) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 16 That the Company be authorised to make market purchases of ordinary shares of 0.25 GBP each in the capital of the Company (see notice)                            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 17 That any general meeting (other than an AGM) may be called on not less than 14 clear days' notice   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

If you intend attending the meeting in person please place a 'X' in the box opposite

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Please send this Form of Proxy to FREEPOST PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL. Shareholders outside the United Kingdom should send this Form of Proxy to Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL, United Kingdom.

- 1 To appoint as a proxy a person other than the Chair of the meeting insert their full name in the space provided. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Registrars or you may photocopy this form. If you appoint more than one proxy, each proxy must be appointed to exercise the rights attached to a different share or shares held by you. Please indicate in the box next to the proxy'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 should be returned together in the same envelope. A proxy need not be a member of the Company.
- 2 Unless otherwise indicated on the Form of Proxy, CREST, Proxymity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.
- 3 This Form of Proxy must arrive not later than 48 hours before the time of the meeting at FREEPOST PXS, Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL during usual business hours accompanied by any power of attorney under which it is executed (if applicable). If you prefer, you may return the Form of Proxy to the Registrar in an envelope addressed to FREEPOST Link PXS. Please note that delivery using this service can take up to five business days.
- 4 A corporation must execute the Form of Proxy under either its common seal or the hand of a duly appointed officer or attorney.
- 5 The Form of Proxy is for use in respect of the shareholder account specified overleaf only and should not be amended or submitted in respect of a different account.
- 6 The 'Vote Withheld' option is to enable you to abstain on any particular resolution. Such a vote is not a vote in law and will not be counted in the votes 'For' and 'Against' a resolution.
- 7 Ordinary 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. Ordinary shareholders wishing to vote online should visit [www.signalshares.com](http://www.signalshares.com) and follow the instructions.
- 8 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 the other joint holders.
- 9 Entitlement to attend and vote at the meeting and the number of votes which may be cast at the meeting will be determined by reference to the Register of Members of the Company at close of business on the day that is 2 days before the meeting date. 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.