



Fuller, Smith & Turner P.L.C.

ATTENDANCE CARD

For use at the Extraordinary General Meeting 2019
C Ordinary Shareholders

Please bring this card with you to the Extraordinary General Meeting (“Meeting”) and present it at the shareholder registration/accreditation desk.

The Chairman of Fuller, Smith & Turner P.L.C. invites you to attend the Extraordinary General Meeting of the Company to be held at **Freshfields Bruckhaus Deringer LLP, Northcliffe House, 28 Tudor Street, London, EC4Y 0DD** on **Wednesday 24 April 2019 at 10 a.m.**

Shareholder Reference Number

Please detach this portion before posting this proxy form.

C Ordinary Form of Proxy - Extraordinary General Meeting to be held on 24 April 2019



Cast your Proxy online...It's fast, easy and secure!

www.investorcentre.co.uk/eproxy

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 915661

SRN:

PIN:



View the Circular and Notice of Extraordinary General Meeting online at: www.fullers.co.uk/corporate/investors/general-meetings

Register at www.investorcentre.co.uk - elect for electronic communications & manage your shareholding online.

To be effective, all proxy appointments must be lodged with the Company's Registrars at:
Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by Tuesday 23 April 2019 at 10 a.m.

Explanatory Notes:

1. Full details of the resolutions to be proposed at the Meeting are set out in the accompanying circular to shareholders. Before completing this proxy form, please also read the section of the circular titled "Notice of Extraordinary General Meeting" including the Notes.
2. Every holder of C Ordinary Shares has the right to appoint some other person(s) of their choice, who need not be a shareholder, as their proxy to exercise all or any of their 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 reverse). 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 (see reverse) the number of C Ordinary Shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise their discretion as to whether, and if so how, they vote (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise their discretion as to whether, and if so how, they vote).
3. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0370 889 4096 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of C Ordinary Shares in relation to which they are authorised to act as your proxy. Please also indicate by marking 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 'Vote Withheld' option overleaf 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.
5. If this proxy form is signed by someone else on your behalf (including in the case of a corporation by an officer or attorney of the corporation), the power of attorney or other authority (or a copy of such authority certified notari ally) under which it is signed must be returned with the proxy form.
6. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, 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 on Monday 22 April 2019 at 6 p.m. 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.
7. The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0370 889 4096 to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service.
8. In the case of joint C Ordinary Shareholders, where more than one of the joint C Ordinary Shareholders purports to appoint a proxy, only the appointment submitted by the most senior holder (being the first named holder in respect of the shares in the Company's register of members) will be accepted.
9. Any alterations made to this form should be initialled.
10. The completion and return of this form will not preclude a C Ordinary Shareholder from attending the Meeting and voting in person.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

All Named Holders

Poll Card

To be completed only if a poll is called at the Meeting.

Ordinary Resolutions

For Against **Vote**
Withheld

Resolution 1: Ordinary Disposal Resolution

Subject to and conditional upon Resolution 2 (as set out in the Notice of Extraordinary General Meeting) being passed by the A Ordinary Shareholders, to approve the proposed Disposal (as defined and summarised in the accompanying circular) and to authorise the directors to take all necessary steps to implement or complete the proposed Disposal.

Resolution 3: Simon Dodd Payments Resolution

Subject to and conditional upon Completion of the Disposal occurring, to approve the Simon Dodd Payments (as defined and summarised in the accompanying circular) for all purposes and to authorise the directors to take all necessary steps to implement such payments.

Resolution 4: Jonathon Swaine Payments Resolution

Subject to and conditional upon Completion of the Disposal occurring, to approve the Jonathon Swaine Payments (as defined and summarised in the accompanying circular) for all purposes and to authorise the directors to take all necessary steps to implement such payments.

For Against **Vote**
Withheld

Resolution 5: Richard Fuller Payments Resolution

Subject to and conditional upon Completion of the Disposal occurring, to approve the Richard Fuller Payments (as defined and summarised in the accompanying circular) for all purposes and to authorise the directors to take all necessary steps to implement such payments.

Signature

In the case of a corporation, a letter of representation will be required (in accordance with s.323 of the Companies Act 2006) unless this has already been lodged at registration.

Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chairman.

Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).



I/We hereby appoint the Chairman of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the Extraordinary General Meeting of Fuller, Smith & Turner P.L.C. to be held on Wednesday 24 April 2019 at 10 a.m. and at any adjourned meeting.

* For the appointment of more than one proxy, please refer to Explanatory Note 3 (see front).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black** pen to indicate your votes.

Mark with an **X** inside the box as shown in this example.

Ordinary Resolutions

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Resolution 5: Richard Fuller Payments Resolution

Subject to and conditional upon Completion of the Disposal occurring, to approve the Richard Fuller Payments (as defined and summarised in the accompanying circular) for all purposes and to authorise the directors to take all necessary steps to implement such payments.

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the Meeting.

Signature

Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

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