



Fuller, Smith & Turner P.L.C.
ATTENDANCE CARD

For use at the Extraordinary General Meeting 2019
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 **Tuesday 1 October 2019 at 2 p.m.**

Shareholder Reference Number

C1234567890



MR SAM SAMPLE
DESIGNATION (IF ANY)
MR JOINT HOLDER 1
ADD1
ADD2
ADD3
ADD4

000001

SG350

Please detach this portion before posting this proxy form.

Ordinary Form of Proxy - Extraordinary General Meeting to be held on 1 October 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: 916013

SRN: C1234567890

PIN: 1234



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 Monday 30 September 2019 at 2 p.m.

Explanatory Notes:

- 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.
- Every holder of 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 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).
- 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 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.
- 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.
- 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 notarially) under which it is signed must be returned with the proxy form.
- 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 Friday 27 September 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.
- 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.
- In the case of joint Ordinary Shareholders, where more than one of the joint 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.
- Any alterations made to this form should be initialled.
- The completion and return of this form will not preclude a 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

MR A SAMPLE
<Designation>
ADDITIONAL HOLDER 1
ADDITIONAL HOLDER 2
ADDITIONAL HOLDER 3
ADDITIONAL HOLDER 4



0000XXXX000000000000

Poll Card

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

Special Resolution

Resolution 1: Amendment to Articles of Association

To amend the articles of association of the Company to include the rights and restrictions attached to the D Shares and the Deferred Shares (as defined and set out in Part III and Part IV of the accompanying circular).

For Against Vote Withheld

Resolution 3: Approval of the Option Agreement

To approve and authorise the execution by the Company of the Option Agreement (as defined and described in the accompanying circular).

For Against Vote Withheld

Ordinary Resolutions

Resolution 2: Issue of D Shares

To approve and authorise the capitalisation of a portion of the Company's share premium account in order to pay up newly issued D Shares in the Company, and to authorise the allotment and issuance of D Shares in the amounts and proportions set out in the accompanying circular.

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).



C1234567890



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 Tuesday 1 October 2019 at 2 p.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.



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To approve and authorise the capitalisation of a portion of the Company's share premium account in order to pay up newly issued D Shares in the Company, and to authorise the allotment and issuance of D Shares in the amounts and proportions set out in the accompanying circular.

Resolution 3: Approval of the Option Agreement

To approve and authorise the execution by the Company of the Option Agreement (as defined and described in the accompanying circular).

If you hold Original Preference Shares or Second Preference Shares in the Company in addition to your Ordinary Shares, you will receive a separate form of proxy in respect of such Preference Shares. As Resolution 1 is a resolution of all shareholders (i.e. the Ordinary Shareholders and Preference Shareholders) you should complete both forms of proxy in order to exercise your full voting entitlement on Resolution 1.

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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