



Annual General Meeting  
Hilton Birmingham Metropole Hotel  
National Exhibition Centre  
Birmingham  
B40 1PP

Directions to the annual general meeting

**Travelling north on the M1**, exit west at Junction 19 onto the M6 to Birmingham. Continue to Junction 4 and exit south towards Solihull onto the M42. Leave at Junction 6 and follow the signs to NEC. Then follow signs to hotel.

**Travelling south on the M1**, exit west at Junction 21 onto the M69 towards Coventry. Continue to the Junction with the M6 and exit towards Birmingham. Follow directions on the M6 as above.

**Travelling south on the M6**, exit at Junction 4 and follow signs to NEC.

Free parking is available at the hotel by ensuring that your parking ticket is validated on registration for the Annual General Meeting.

If you plan to attend the Annual General Meeting of IMI plc at the Hilton Birmingham Metropole Hotel, National Exhibition Centre Birmingham on Thursday 8 May 2014 it would be helpful if you could kindly bring this attendance card and hand it in at the meeting.

**Please note that the meeting is due to commence at 11am.**

A minibus will be provided at approximately 10.10am, 10.25am and 10.40am from Birmingham International Station to the Hilton Birmingham Metropole Hotel for those coming by train. It will return from the front of the hotel to the station at approximately 12.30pm, 12.45pm and 1.00pm.

Please separate and retain Attendance Card

0160-078-S

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Voting ID Task ID Shareholder Reference Number

**PLEASE READ THE NOTES OVERLEAF CAREFULLY BEFORE COMPLETING THIS FORM**  
**If you wish, you can submit your proxy form electronically at [www.sharevote.co.uk](http://www.sharevote.co.uk) using the numbers above.**

**You may, if you prefer, return this card in a sealed envelope to** Freepost RTHJ-GJLL-KBKU, Equiniti, Aspect House, Spencer Road, Lancing, BN99 8LU, the postage will be paid by the Company, but please allow one week before the deadline to ensure your form arrives in time.

**To be valid, your proxy instructions or signed and dated form(s) of proxy must be received at the office of the Registrars at the address stated on this card by 11am on 6th May 2014.**

I/We above named being (a) member(s) of the above named Company hereby appoint the Chairman of the meeting (or alternatively the person named in the space indicated by an asterisk\*) as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at 11am on 8th May 2014 and at any adjournment thereof.

No. of shares

Please tick here if this proxy appointment is one of multiple appointments being made. For the appointment of more than one proxy, please refer to Note 2 (see overleaf).

I/We direct my/our proxy to vote in the manner indicated in the appropriate space below. Unless otherwise indicated, or upon any matter properly before the meeting but not referred to below, my/our proxy may exercise his discretion as to how he votes and whether or not he abstains from voting. On any other business arising at the meeting (including any motion to amend a resolution or to adjourn the meeting) my/our proxy may act at his discretion.

Please indicate your vote by marking the appropriate boxes in black ink like this:

† Resolution	Vote		† Resolution	Vote	
	For	Against		For	Against
1. Approve Annual Report and Accounts	<input type="checkbox"/>	<input type="checkbox"/>	12. Re-election of Birgit Nørgaard	<input type="checkbox"/>	<input type="checkbox"/>
2. Approve Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	13. Re-election of Bob Slack	<input type="checkbox"/>	<input type="checkbox"/>
3. Approve Remuneration Policy	<input type="checkbox"/>	<input type="checkbox"/>	14. Re-appointment of auditor	<input type="checkbox"/>	<input type="checkbox"/>
4. Declaration of dividend	<input type="checkbox"/>	<input type="checkbox"/>	15. Authority to set auditor's remuneration	<input type="checkbox"/>	<input type="checkbox"/>
5. Election of Mark Selway	<input type="checkbox"/>	<input type="checkbox"/>	16. Authority to allot shares	<input type="checkbox"/>	<input type="checkbox"/>
6. Re-election of Douglas Hurt	<input type="checkbox"/>	<input type="checkbox"/>	17. Authority to make political donations	<input type="checkbox"/>	<input type="checkbox"/>
7. Re-election of Roy Twite	<input type="checkbox"/>	<input type="checkbox"/>	A. Authority to allot equity securities for cash	<input type="checkbox"/>	<input type="checkbox"/>
8. Re-election of Phil Bentley	<input type="checkbox"/>	<input type="checkbox"/>	B. Authority to purchase own shares	<input type="checkbox"/>	<input type="checkbox"/>
9. Re-election of Carl-Peter Forster	<input type="checkbox"/>	<input type="checkbox"/>	C. Notice of general meetings	<input type="checkbox"/>	<input type="checkbox"/>
10. Re-election of Anita Frew	<input type="checkbox"/>	<input type="checkbox"/>			
11. Re-election of Roberta Quarfa	<input type="checkbox"/>	<input type="checkbox"/>			

† For the key to these resolutions please refer to the Notice of Annual General Meeting

Date Signature

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Notes:

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his 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 indicated by an asterisk (see overleaf). 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 overleaf) 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 the 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 (an) additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0871 384 2916, or from overseas on +44 121 415 7047 (lines are open 8.30am to 5.30pm Monday to Friday (excluding public holidays), calls to this number are charged at 8p per minute plus network extras) or you may photocopy the proxy form. Please indicate in the box next to the proxy holder'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 of proxy must be signed and should be returned together. You must inform the Registrars in writing of any termination of the authority of a proxy.
3. In the case of a corporation the form of proxy must be executed under seal or under the hand of an officer or attorney duly authorised.
4. In the case of joint holders, the signature of any holder will be sufficient. The vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; seniority shall be determined by the order in which the names stand in the register of members.
5. Forms of proxy, to be valid, must be lodged at the office of the Registrars at the address overleaf not less than forty-eight hours before the time of the meeting.
6. The completion and return of a form of proxy will not preclude shareholders from attending and voting in person instead of their proxy.
7. Signature(s) need not be witnessed.
8. The vote withheld option is provided to enable you to instruct your proxy not to vote on any particular resolution. However, it should be noted that a vote withheld in this way is not a 'vote' in law and will not be counted in the calculation of the proportion of votes 'for' or 'against' a resolution.
9. Only those shareholders registered in the register of members of the Company as at 6pm on 6 May 2014 (or, in the event of any adjournment, on the date which is two days before the time of the adjourned meeting) shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register of members made after the relevant deadline shall be disregarded in determining the rights of any person to attend or vote at the meeting.
10. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID RA19) by 11am on 6 May 2014 using the procedure described in the CREST manual. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a CREST proxy instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
11. The form of proxy should not be used for any comments, any queries or to notify a change of address. Please send a separate instruction.

**Business Reply Plus**  
**Licence Number**  
**RTAK-JEHU-BZGA**



**Equiniti**  
**Aspect House**  
**Spencer Road**  
**LANCING**  
**BN99 8EX**