

Additional Holders:

The Chairman of SIG plc invites you to vote and participate at the General Meeting of the Company to be held at our Registered Office at **10 Eastbourne Terrace, London W2 6LG** on **9 July 2020** at **11.00 am**.

Shareholder Reference Number

Please detach this portion before posting this proxy form.

Form of Proxy – General Meeting to be held on 9 July 2020



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: 916580

SRN

PIN:



View the Notice of Meeting online: www.sigplc.com

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 7 July 2020 at 11.00 am.**

Explanatory Notes:

- 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. However, in light of the Coronavirus pandemic situation, ordinary shareholders and their proxies will not be allowed to attend the meeting in person and so shareholders are encouraged to appoint the Chairman as their proxy for the meeting. 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 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 his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes in respect of that designated account).
- The Board would strongly recommend you consider carefully the Government's advice and do not attend and vote either online or returning this Form of Proxy.
- 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.
- 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 at close of business on the day which is two business days before the day of the meeting. 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.
- 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 number 3RA50) not later than 48 hours (business days) before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- 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 707 1293 to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service.
- Any alterations made to this form should be initialled.

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

To enable you to listen at the meeting, the conference call number details are below.

Meeting ID: 845 4085 0323

Password: 916566

Tel: +442030512874, United Kingdom

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 vote in respect of my/our full voting entitlement* on my/our behalf at the General Meeting of SIG plc to be held at our Registered Office at 10 Eastbourne Terrace, London W2 6LG at 11.00 am on 9 July 2020, and at any adjourned meeting.

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

Please use a black pen. Mark with an X inside the box as shown in this example.



Ordinary Resolution

1. **THAT**, subject to and conditional upon resolutions 2, 3 and 4 being passed, the terms of the proposed issue of 240,000,000 New Ordinary Shares of £0.10 each in the capital of the Company to CD&R Sunshine S.à r.l for an aggregate subscription amount of £60,000,000 (the **CD&R Investment**) the proposed issue of up to 200,012,655 New Ordinary Shares of £0.10 each in the capital of the Company to Firm Places by way of firm placing, the proposed issue of up to 147,889,245 New Ordinary Shares of £0.10 each in the capital of the Company to Conditional Places and Qualifying Shareholders by way of placing and open offer and the proposed issue of up to 2,098,095 New Ordinary Shares of £0.10 each in the capital of the Company to certain Directors and Senior Management:
- (a) at an issue price of £0.25 per New Ordinary Share in respect of the CD&R Investment (which is at a discount of 10.7% to the closing price of £0.28 per Ordinary Share on the last business day before announcement of the CD&R Investment); and
- (b) at an issue price of £0.30 per New Ordinary Share in respect of the Firm Placing and Placing and Open Offer and the Director and Senior Management Subscriptions (which is at a discount of 10.6% to the closing price of £0.34 per Ordinary Share on the last business day before announcement of the Firm Placing and Placing and Open Offer),
- be and are approved and the Directors be and are directed to implement the CD&R Investment, the Firm Placing and the Placing and Open Offer and the Director and Senior Management Subscriptions, in each case, as defined and on the basis described in the Prospectus dated 19 June 2020 of which this notice forms part.

For	Against	Vote Withheld
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Ordinary Resolution

2. **THAT**, subject to and conditional upon resolutions 1, 3 and 4 being passed, in addition to the powers and authorities conferred upon the Directors under resolution 12 proposed at the last annual general meeting of the Company held on 30 June 2020, the Directors be and they are generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the **Companies Act**) to exercise all powers of the Company to allot New Ordinary Shares and/or grant rights to subscribe for, or convert any security into, New Ordinary Shares up to an aggregate nominal amount of £59,000,000 (being equivalent to 590,000,000 New Ordinary Shares) in connection with the CD&R Investment, the Firm Placing and the Placing and Open Offer and the Director and Senior Management Subscriptions, provided that the power granted by this resolution shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on the close of business on 31 December 2021, whichever is the earlier, unless and to the extent previously varied, revoked or renewed, and further provided that the Directors may before such expiry make an offer or agreement which would or might require New Ordinary Shares to be allotted or rights to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or to convert any security into shares in pursuance of such offer or agreement as if the power conferred by this resolution had not expired.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Special Resolution

3. **THAT**, subject to and conditional upon resolutions 1, 2 and 4 being passed, in accordance with the Companies Act, the Directors be empowered to allot equity securities (within the meaning of section 560 of the Companies Act) for cash pursuant to the authority conferred by resolution 2 above and/or by way of a sale of New Ordinary Shares held by the Company as treasury shares for cash, as if section 561 of the Companies Act did not apply to any such allotment, provided this power shall be limited to the allotment or sale of equity securities for cash pursuant to the CD&R Investment, the Firm Placing and the Placing and Open Offer and the Director and Senior Management Subscriptions, up to an aggregate nominal amount of £59,000,000 (being equivalent to 590,000,000 New Ordinary Shares), and provided that the power granted by this resolution shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on the close of business on 31 December 2021, whichever is the earlier, unless and to the extent previously varied, revoked or renewed, and further provided that the Directors may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred had not expired.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Ordinary Resolution

4. **THAT**, subject to and conditional upon resolutions 1, 2 and 3 being passed, the allotment and issue to IKO Enterprises Limited (and/or any of its associates) of up to 87,300,000 New Ordinary Shares in connection with the Firm Placing and Placing and Open Offer which constitutes a related party transaction pursuant to the Listing Rules (as IKO Enterprises Limited (together with its associates) is a substantial shareholder of the Company and able to control 10% or more of the Company's votes able to be cast on all or substantially all of the matters at general meetings of the Company), be and is approved.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Ordinary Resolution

5. **THAT** the payment outside the terms of the Directors' Remuneration Policy approved by Shareholders on 7 November 2018 of a cash payment of £375,000 to Steve Francis in respect of his performance as interim CEO of the Company from 25 February 2020 to 23 April 2020 and subsequently as CEO of the Company, with payment to be made as soon as practicable following and conditional on completion of the Capital Raise, be and is approved and the directors of the Company are authorised to do all acts which they consider necessary or expedient to carry this resolution into effect.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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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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