



**Form of Proxy**  
**Victrex plc (the 'Company')**

Thirty-second Annual General Meeting to be held at  
11am on 7 February 2025, at the offices of J.P. Morgan  
Cazenove, 1 John Carpenter Street, London EC4Y 0JP.

You can submit your proxy electronically at [www.shareview.co.uk](http://www.shareview.co.uk) using  
your Shareholder Reference Number.

I/We, the undersigned, being a member/members of the Company, appoint the Chair of the meeting or .....  
as my/our proxy to exercise all or any of my/our rights to attend, speak and vote on my/our behalf at the Company's Annual General Meeting.

I/We instruct my/our proxy to vote on a poll in the manner shown below on each such resolution. Please tick here if this proxy appointment is one of multiple appointments:

Number of shares in respect of which the proxy is appointed:

Please indicate your vote by marking the appropriate boxes in black or blue ink with an 'X'. Unless otherwise instructed, the proxy will vote as he/she thinks fit or abstain on any specified resolution where no specific directions are given in respect of that resolution or any other business which may properly come before the meeting.

**Ordinary Resolutions**

- To receive the audited financial statements and the Auditors' and Directors' reports for the year ended 30 September 2024.
- To approve the Directors' remuneration report, other than the part containing the Directors' remuneration policy, for the year ended 30 September 2024.
- To declare a final dividend of 46.14p per ordinary share in respect of the year ended 30 September 2024.
- To elect Urmil Prasad Richardson as a Director of the Company.
- To re-elect Vivienne Cox as a Director of the Company.
- To re-elect Janet Ashdown as a Director of the Company.
- To re-elect Brendan Connolly as a Director of the Company.
- To re-elect David Thomas as a Director of the Company.
- To re-elect Ros Rivaz as a Director of the Company.
- To re-elect Jakob Sigurdsson as a Director of the Company.
- To re-elect Ian Melling as a Director of the Company.
- To re-appoint PricewaterhouseCoopers LLP as auditors of the Company.

	For	Against	Abstain	Withheld	Vote
1.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
2.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
3.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
4.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
5.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
6.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
7.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
8.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
9.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
10.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
11.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
12.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

**Ordinary Resolutions**

- To authorise the Audit Committee, acting for and on behalf of the Board, to determine the auditors' remuneration.
- To authorise political donations under the Companies Act 2006.
- To authorise the Directors to allot shares pursuant to section 551 of the Companies Act 2006.
- To adopt the rules of the Victrex plc 2025 Executive Share Options Plan.
- To adopt the rules of the Victrex plc 2025 ShareSave Plan.
- To adopt the rules of the Victrex plc 2025 Employee Stock Purchase Plan.

**Special Resolutions**

- To authorise the Directors to disapply pre-emption rights on the allotment of shares up to 5% of the Company's share capital.
- To authorise the Directors to disapply pre-emption rights up to a further 5% for the purposes of financing an acquisition or other capital investment.
- To authorise the Company to make market purchases of up to 10% of its own shares.
- That general meetings (other than Annual General Meetings) may be held upon not less than 14 clear days' notice.

For

Against

Abstain

Withheld

Vote




**Victrex plc**  
**Thirty-second**  
**Annual General Meeting**

**SHAREHOLDER COMMUNICATION**

We are writing to you as a shareholder of Victrex plc (the "Company") to ask you how you would like to receive the Annual Report, Notice of General Meetings and other shareholder communications in the future.

By taking advantage of electronic communications (Option 1) you will enable us to communicate with you in a timely and environmentally sustainable manner, by not only accessing our Annual Report and Accounts online, but also by choosing to receive your Form of Proxy voting instructions via email and voting electronically.

Please choose one of the following options below:



**Option 1 (email notifications)**

Sign up to receive email notifications advising you when shareholder documents are published on our website, and available for you to view online, by simply registering at [www.shareview.co.uk](http://www.shareview.co.uk).



**Option 2 (written notifications)**

To receive a letter by post informing you when shareholder documents have been published on our website and available for you to view online, you do not need to take any further action.



**Option 3 (paper communications)**

To receive the Annual Report and all shareholder documents by post, please tick the box and return this form to our Registrars, Equiniti by no later than 3 February 2025.

Shareholder Reference Number:

Name of shareholder:

Signature:  Date:

## Notes for completion of Form of Proxy

1. Your participation is important to us, and we would encourage you to vote ahead of the AGM. A proxy does not need to be a member of the Company, but must attend the meeting to represent you. To appoint your proxy a person other than the Chair of the meeting, insert their full name in the box. If you sign and return this Form of Proxy with no name inserted in the box, the Chair of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chair, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish the proxy to make any comments on your behalf, you will need to appoint someone other than the Chair and give them the relevant instructions directly.
2. Proxy appointments and instructions, however submitted, must be received by Equiniti Limited by 11am on 5 February 2025. The vote withheld option is not valid in law and will not be counted in the calculation of the proportion of the votes 'for' and 'against' a resolution.
3. To be valid, a Form of Proxy must be received by no later than 11am on 5 February 2025. Alternative members may appoint a proxy online by following the instructions set out below. Members who hold their shares in uncertificated form may also use the CREST voting service to appoint a proxy electronically as explained below. All resolutions to be proposed at the meeting will be put to vote on a poll, as permitted by the Company's Articles of Association. On a poll, each member has one vote or every share held, which results in a more accurate reflection of the views of members.
4. If the member is represented by a proxy, the proxy should be given under the common seal or under the hand of an officer or attorney duly authorised in writing.
5. In the case of joint holders, any joint holder may sign this Form of Proxy, but the vote of the person whose name appears first in the register of members in respect of the holding of his proxy will be accepted to the exclusion of the votes of other joint holders or their proxies.
6. You can register your proxy appointment and voting instructions by going to Equiniti's Shareview website, [www.shareview.co.uk](http://www.shareview.co.uk), and logging in to your Shareview Portfolio, go to [www.shareview.co.uk/shareholderinstructions](http://www.shareview.co.uk/shareholderinstructions) or if received at 11am on 5 February 2025. All enquiries concerning this form should be directed to the Company's Registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.
7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual available at [www.euroclear.com](http://www.euroclear.com). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
8. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent, Equiniti (DRA)9, by 11am on 5 February 2025. For this purpose, the time of receipt will be the time as determined by the timestamp applied to the message by the CREST Application Host from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
9. CREST members and, where applicable, their CREST sponsor or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to ensure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time in this connection, CREST members, and where applicable, their CREST sponsors or voting system providers are referred to, in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat regulations 2001 (as amended).
10. If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymy platform, a process which has been agreed by the Company and approved by the Registrars, for further information regarding Proxymy, please go to [www.proxymy.io](http://www.proxymy.io). Your proxy must be lodged by 11am on 5 February 2025 in order to be determined valid. Before you can appoint a proxy via this process, you will need to take agreement to Proxymy's associated terms and conditions. It is important that you read these carefully as you will be bound by them, and they will govern the electronic appointment of your proxy.
11. Personal data provided by members at or in relation to the AGM (including, for example, names, contact details, votes and www.shareview.convenorproxy-policy).
12. Copies of the following documents will be available for inspection from the date of this Notice of AGM until the close of the AGM by making an appointment with the General Counsel & Company Secretary at [csec@vctrex.com](mailto:csec@vctrex.com):

  - the Executive Directors' service contracts;
  - the letters of appointment of the Non-executive Directors;
  - the Directors' Deeds of Indemnity; and
  - the Articles of Association of the Company.

Freepost RTHJ-CLLL-KBKA  
Equiniti  
Aspect House  
Spencer Road  
Lancing  
BN99 8LU



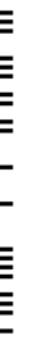
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10. Personal data provided by members at or in relation to the AGM (including, for example, names, contact details, votes and www.shareview.convenorproxy-policy).

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