WH SMITH PLC

FORM OF PROXY

You can register your proxy appointment electronically at www.eproxyappointment.com using the Control Number, SRN and PIN printed on this form. Before completing this form, please read the guidance notes overleaf.

I/we, the undersigned, being (a) member(s) of WH Smith PLC, hereby appoint the Chairman 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 Annual General Meeting of the Company to be held at 11.30am on Wednesday 26 January 2011 and at any adjournment thereof.

I/we direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his/her discretion and I/we authorise my/our proxy to vote or abstain from voting as he/she thinks fit in relation to any other matter which is put before the meeting.

Please tick this box if this proxy appointment is one of multiple appointments: ☐
(see Note 3 of the guidance notes overleaf).

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

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

Resolution	For	Against	Vote withheld
1. To receive the accounts and reports of the directors and auditors for the year ended 31 August 2010	☐	☐	☐
2. To approve the directors' remuneration report for the year ended 31 August 2010	☐	☐	☐
3. To declare a final dividend of 13.3p per share on the ordinary shares	☐	☐	☐
4. To re-elect John Barton	☐	☐	☐
5. To elect Walker Boyd	☐	☐	☐
6. To re-elect Mike Ellis	☐	☐	☐
7. To re-elect Drummond Hall	☐	☐	☐
8. To re-elect Robert Moorhead	☐	☐	☐
9. To elect Henry Staunton	☐	☐	☐
10. To re-elect Kate Swann	☐	☐	☐
11. To re-appoint the Auditors	☐	☐	☐
12. To authorise the Board to determine the Auditors' remuneration	☐	☐	☐
13. Authority to make political donations	☐	☐	☐
14. Authority to allot shares	☐	☐	☐
15. Authority to disapply pre-emption rights*	☐	☐	☐
16. Authority to make market purchases of ordinary shares*	☐	☐	☐
17. Authority to call general meetings (other than the AGM) on 14 clear days' notice*	☐	☐	☐

* Special resolution

Please mark this box if signing on behalf of the shareholder as Power of Attorney, Receiver, or Third Party. ☐

Signature:

Date:

To be valid, this Form of Proxy must be received by the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by not later than 11.30am on Monday 24 January 2011.

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ROYAL MAIL

POSTAGE PAID GB

HQ1142

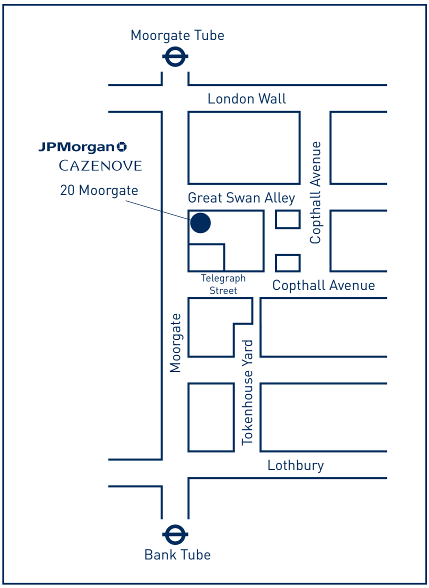
If undelivered please return to:
Computershare Investor Services PLC
The Pavilions
Bridgwater Road
Bristol
BS99 6ZZ

WH SMITH PLC

ATTENDANCE CARD

If you plan to attend the Annual General Meeting, to be held at JPMorgan Cazenove, 20 Moorgate, London EC2R 6DA at 11.30am on Wednesday 26 January 2011, please bring this card with you and present it at the registrars' desk on arrival. There is a venue map below.

AGM VENUE MAP



Time
The meeting will start at 11.30am. Please arrive no later than 11.20am for registration.

Refreshments
Please note that coffee and tea will be served before the meeting.

Guidance notes for completion of Form of Proxy and electronic proxy voting

1. Shareholders are entitled to appoint one or more proxies to exercise all or any of their rights to attend, speak and vote at the AGM on their behalf. If you wish to appoint a proxy please complete the Form of Proxy overleaf and return it, together with any power of attorney or other authority (or a duly certified copy of such power or authority) under which it is executed, to the Company's registrars, Computershare, so as to be received no later than 11.30am on 24 January 2011. A proxy need not be a shareholder of the Company and the appointment of a proxy will not prevent you from attending and voting in person.
2. You can appoint the Chairman of the Meeting, or any other person, as your proxy. If you wish to appoint someone other than the Chairman, cross out the words 'the Chairman of the Meeting or' on the Form of Proxy and insert the name of your proxy in the box provided. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box provided 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 this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
3. You may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. If you wish to appoint more than one proxy, each proxy must be appointed on a separate Form of Proxy. Additional Forms of Proxy may be obtained by contacting Computershare on 0871 495 0100*, or you may photocopy this form. Please 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 in the same envelope.
4. You can instruct your proxy how to vote on each resolution by placing an 'X' in the For, Against or Vote Withheld boxes, as appropriate. Please note 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 you do not indicate on the Form of Proxy how your proxy should vote, he/she can exercise his/her discretion as to whether, and if so how, he/she votes on each resolution, as he/she will do in respect of any other business which may properly come before the meeting.
5. You must sign and date the Form of Proxy in the boxes provided. In the case of joint shareholders, only one need sign the Form of Proxy. The vote of the senior joint shareholder will be accepted to the exclusion of the votes of the other joint shareholders. For this purpose, seniority will be determined by the order in which the names of the shareholders appear in the register of members in respect of the joint shareholding. If the Form of Proxy is signed by someone else on behalf of the registered holder(s), the appropriate power of attorney or other authority (or a duly certified copy of such power or authority) under which it is executed must be returned with the Form of Proxy.
6. A corporation should execute the Form of Proxy under its common seal or otherwise in accordance with Section 44 of the Companies Act 2006 or by signature on its behalf by a duly authorised officer or attorney whose power of attorney or other authority should be returned with the Form of Proxy.
7. Alternatively, you can register the appointment of a proxy electronically by logging onto the website www.eproxyappointment.com, where full details of the procedure are given. You will need to have your Form of Proxy to hand when you log on as it has information required in the process. Electronic proxy voting instructions must be received no later than 11.30am on 24 January 2011.
8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment thereof by using the procedures described in the CREST Manual. 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.
9. In order for a proxy appointment or instruction made using the CREST voting 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. All messages relating to the appointment of a proxy or an instruction to a previously appointed proxy, which are to be transmitted through CREST, must be received by Computershare, (CREST participant ID 3RA50) no later than 11.30am on 24 January 2011. Normal system timings and limitations will apply in relation to the input of CREST Proxy Instructions. It is therefore the responsibility of the CREST member concerned to take 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 sponsor(s) or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
10. 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. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the register of members at 6.00pm on the day that is two days before the meeting, or any adjourned meeting. Changes to the register of members after this time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
12. This Form of Proxy shows your name as it appears on the register of members. If the information is incorrect, please contact Computershare on 0871 495 0100* to request a change of address form.
13. Any alterations made in this Form of Proxy should be initialled.

*Calls to this number are charged at 8p per minute from a BT landline. Other telephony provider costs may vary.

Kindly Note: This form is issued only to the addressee(s) and is specific to the class of security and the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders, (ii) classes of security or (iii) uniquely designated accounts. The issuer and Computershare accept no liability for any instruction that does not comply with these conditions.