

Attendance Card

If you plan to attend the Annual General Meeting, to be held at Allen & Overy LLP, One Bishops Square, London E1 6AD at 11.30am on Wednesday 25 January 2017, please bring this card with you and present it at the registrars' desk on arrival. There is a venue map overleaf.

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.

Shareholder Reference Number

Please detach this portion before posting this proxy form

Form of Proxy – Annual General Meeting to be held at 11.30am on Wednesday 25 January 2017

Cast your proxy online at www.investorcentre.co.uk/eproxy

You will be asked to enter the Control Number, SRN and PIN printed below.

Control Number: 913930

SRN:

PIN:

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 11.30am on Monday 23 January 2017.

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

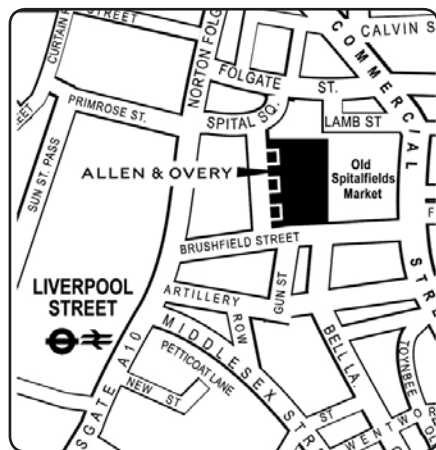
1. Shareholders are entitled to appoint one or more proxies to exercise all or any of their rights to attend, speak and vote at the AGM on their behalf. If you wish to appoint a proxy please complete the Form of Proxy overleaf and return it, together with any power of attorney or other authority (or 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 Monday 23 January 2017. 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 next to the proxy holder's name 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 0371 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. If more than one shareholder votes 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 on to the website www.investorcentre.co.uk/eproxy, 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 Monday 23 January 2017.
8. 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 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.
9. 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 8.00pm 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.
10. Any alterations made in this Form of Proxy should be initialled.

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.

All Named Holders

Poll card

AGM venue map



Signature

In the case of a corporation, a letter of representation will be required (in accordance with S323 of the Companies Act 2006) unless this has already been lodged at registration.

To be completed only at the AGM.

Resolution	For	Against	Vote Withheld
1. To receive the reports and accounts of the directors and auditors for the year ended 31 August 2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the directors' remuneration report for the year ended 31 August 2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To declare a final dividend of 30.5p per share	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Suzanne Baxter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Stephen Clarke	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Annemarie Durbin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Drummond Hall	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Robert Moorhead	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Henry Staunton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-appoint PricewaterhouseCoopers LLP as auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To authorise the Audit Committee to determine the auditors' remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Authority to make political donations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Authority to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Authority to disapply pre-emption rights [†]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. Authority to disapply pre-emption rights up to a further 5 per cent for acquisitions or specified capital investments [†]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. Authority to make market purchases of ordinary shares [†]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. Authority to call general meetings (other than the AGM) on 14 clear days' notice [†]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

[†]Special resolution

WH Smith PLC Form of Proxy

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

Name of proxy

Number of shares*

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 25 January 2017 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*

*Please refer to notes 2 and 3 of the guidance notes overleaf

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

Resolution	For	Against	Vote Withheld
1. To receive the reports and accounts of the directors and auditors for the year ended 31 August 2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the directors' remuneration report for the year ended 31 August 2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To declare a final dividend of 30.5p per share	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Suzanne Baxter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Stephen Clarke	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Annemarie Durbin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Drummond Hall	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Robert Moorhead	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Henry Staunton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolution	For	Against	Vote Withheld
10. To re-appoint PricewaterhouseCoopers LLP as auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To authorise the Audit Committee to determine the auditors' remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Authority to make political donations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Authority to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Authority to disapply pre-emption rights [†]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. Authority to disapply pre-emption rights up to a further 5 per cent for acquisitions or specified capital investments [†]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. Authority to make market purchases of ordinary shares [†]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. Authority to call general meetings (other than the AGM) on 14 clear days' notice [†]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

[†]Special resolution

Please mark this box if signing on behalf of the shareholder as power of attorney, receiver or third party

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 23 January 2017.

Signature

Date