



FDM Group (Holdings) plc (the "Company") Annual General Meeting 2019 – Form of Proxy

You may complete an online form of proxy instead of using this form by logging onto your Signal Shares account at **www.signalshares.com**. If you have not previously registered for a Signal Shares account you can do so by using your investor code ("IVC"), which you will find on your share certificate, or you can obtain it from our registrar, Link Asset Services by contacting them using the details set out in note 9 on page 2.

Name	
Address	

I/We being a member/members of the Company hereby appoint the Chairman of the meeting/the following person (see note 2):

Name and address of proxy	
Number of ordinary shares appointed over (if less than total holding)	

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 ("AGM") of the Company to be held at 10.30 am on Thursday 25 April 2019 or at any adjournment thereof. I/We have indicated with a "X" how I/we wish my/our votes to be cast on the resolutions set out below and I/we direct that my/our proxy will vote (or abstain from voting) as he thinks fit for me/us and on my/our behalf on any other matter which may properly come before the AGM or any adjournment of it.

Please mark "X" here if this proxy appointment is one of multiple appointments being made (see note 2(c)):

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ORDINARY RESOLUTIONS (Please mark "X" to indicate how you wish to vote)		For	Against	Vote Withheld
1	Receive the Company's Annual Report & Accounts for the year ended 31 December 2018 together with the reports of the directors and auditors			
2	Approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy) for the year ended 31 December 2018			
3	Declare a final ordinary dividend for the year ended 31 December 2018 of 15.5 pence for each ordinary share in the capital of the Company			
4	Re-elect Andrew Brown as a director of the Company			
5	Re-elect Rod Flavell as a director of the Company			
6	Re-elect Sheila Flavell as a director of the Company			
7	Re-elect Michael McLaren as a director of the Company			
8	Re-elect David Lister as a director of the Company			
9	Re-elect Michelle Senecal de Fonseca as a director of the Company			
10	Re-elect Robin Taylor as a director of the Company			
11	Re-elect Peter Whiting as a director of the Company			
12	Re-appoint PricewaterhouseCoopers as the Company's auditors			
13	Authorise the directors to agree the auditors' remuneration			
14	Authorise the Company to use electronic communications with shareholders			
15	Authorise the directors to allot securities pursuant to section 551 of the Companies Act 2006 (the "Act")			

SPECIAL RESOLUTIONS (Please mark "X" to indicate how you wish to vote)		For	Against	Vote Withheld
16	Disapply pre-emption rights pursuant to section 570 of the Act			
17	Disapply pre-emption rights pursuant to section 570 of the Act in additional limited circumstances			
18	Authorise the Company to make market purchases of its own shares pursuant to section 701 of the Act			
19	That a general meeting (other than an AGM) may be called on not less than 14 clear days' notice			

Signature: _____ Date: _____

Notes on the Form of Proxy

1. You are entitled to appoint a proxy to exercise all or any of your rights to attend and to speak and vote on your behalf at the meeting. A proxy need not be a shareholder of the Company.
2. You may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. The following options are available:

(a) To appoint the Chairman as your sole proxy in respect of all your shares, simply fill in any voting instructions in the appropriate box and sign and date the Form of Proxy.

(b) To appoint a person other than the Chairman as your sole proxy in respect of all your shares, delete the words "the Chairman of the meeting" and insert the name and address of your proxy in the spaces provided. Then fill in any voting instructions in the appropriate box and sign and date the Form of Proxy.

(c) To appoint more than one proxy, you may copy or print multiple copies of this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate by marking "X" in the box provided if the proxy instruction is one of multiple instructions being given. If you wish to appoint the Chairman as one of your multiple proxies, simply write "the Chairman of the Meeting". All forms must be signed and should be returned together in the same envelope.

If you sign this Form of Proxy and return it with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy.

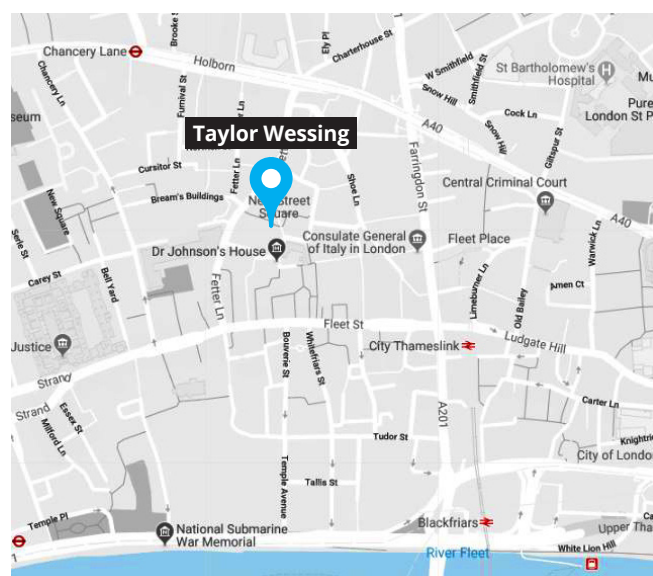
3. Unless otherwise indicated the proxy will vote as he/she thinks fit or, at his/her discretion, abstain from voting.
4. In case of joint shareholders, where more than one of the joint shareholders purports to appoint a proxy, only the appointment by the most senior holder will be accepted.

Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

5. A corporation must execute the Form of Proxy under either its common seal or the hand of a duly authorised officer or attorney. A corporation may appoint more than one corporate representative. Any power of attorney or other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.
6. The "Vote Withheld" option is to enable you to abstain on any particular resolution. Such a vote is not a vote in law and will not be counted in the votes "For" and "Against" a resolution.
7. Shares held in uncertified form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST Manual and in the Notice of AGM. Shareholders wishing to vote online should visit www.signalshares.com and follow the instructions.
8. Completion and return of the Form of Proxy will not preclude you from attending and voting in person at the Meeting if you subsequently decide to do so.
9. If you need help with voting by proxy or completing this Form of Proxy, please contact our Registrars, Link Asset Services, on 0871 664 0391 from the UK (calls cost 12p per minute plus network extras) or +44 371 664 0391 from outside the UK (calls chargeable at the applicable international rate) or email Link at enquiries@linkgroup.co.uk

Returning your Form of Proxy

- You should return your Form of Proxy in an envelope to Link Asset Services at PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU
- In order to be valid, you must print your name and address at the top of the Form of Proxy, and you must sign and date the form at the bottom. Your Form of Proxy must be received by the Company's registrars, Link Asset Services, by no later than 10.30 a.m. on Tuesday 23 April 2019.



The AGM will be held at the office of **Taylor Wessing LLP**, 5 New Street Square, London EC4A 3TW at 10.30 on Thursday 25 April 2019

Travel Directions:

By foot: 5 New Street Square is located off New Fetter Lane. New Fetter Lane runs between Fleet Street and High Holborn.

By public transport: The closest underground station is Chancery Lane (Central Line) which is a 6 minute walk. The closest overground station is City Thameslink which is approximately a 10 minute walk.

Car Parking: The nearest car park is Saffron Hill NCP, St Cross Street, London EC1N 8XA, where parking costs £19 for up to two hours. Pre-booked parking is available at cheaper rates via the NCP website at www.ncp.co.uk