

# Form of Proxy - Fresnillo plc



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Voting ID

Task ID

Shareholder Reference No.

I/We hereby direct the Chairman of the Meeting OR the following person: See note 2 over

as my/our proxy to attend, speak and vote in respect of my/our full entitlement on my/our behalf at the Annual General Meeting of Fresnillo plc, to be held at The Royal Aeronautical Society, 4 Hamilton Place, London W1J 7BQ on Wednesday 30 May 2018 at 12:00 noon, and at any adjourned meeting.

The full text of resolutions 19 to 23 is set out in the Notice of Annual General Meeting.

- Please tick here if this proxy appointment is one of multiple appointments (see note 3 over).
- Please tick here if you will be attending the AGM.

The vote withheld option is provided to enable you to instruct the proxy not to vote on any particular resolution. A vote withheld is not a vote and will not therefore be counted in the calculation of the proportion of votes for and against a resolution.

### Ordinary Resolutions

	For	Against	Vote withheld
1. Receiving the 2017 Report and Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of the final dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of the Annual Report on Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Re-election of Mr Alberto Baillères	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Re-election of Mr Alejandro Baillères	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Re-election of Mr Juan Bordes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Re-election of Mr Arturo Fernández	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Re-election of Mr Jaime Lomelín	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Re-election of Mr Fernando Ruiz	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Re-election of Mr Charles Jacobs	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Re-election of Ms Bárbara Garza Lagüera	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Re-election of Mr Jaime Serra	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Re-election of Mr Alberto Tiburcio	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Re-election of Dame Judith Macgregor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. Election of Ms Georgina Kessel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. Approval of an amendment to the Directors' Remuneration Policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. Re-appointment of Ernst & Young LLP as auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18. Authority to set the remuneration of the auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19. Directors' authority to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Special Resolutions</b>			
20. Authority to disapply pre-emption rights for shares issued wholly for cash	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
21. Authority to disapply pre-emption rights for shares issued wholly for cash and used only for financing acquisitions or capital investments	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
22. Authority for the Company to purchase its own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
23. Notice period for a general meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

Date

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Please return this section

Please keep this section

Signature

If you wish to attend the meeting please detach this card at the perforation, sign it and hand it in on your arrival. This will facilitate your admission.

**Please notify any change to your address to:**  
 Equiniti Limited  
 Aspect House  
 Spencer Road  
 Lancing  
 West Sussex  
 BN99 6DA

**Attendance Card**  
 The Annual General Meeting  
 to be held on Wednesday 30 May 2018 at 12:00 noon,  
 The Royal Aeronautical Society  
 4 Hamilton Place  
 London  
 W1J 7BQ



# Attendance card for the 2018 Annual General Meeting of Fresnillo plc

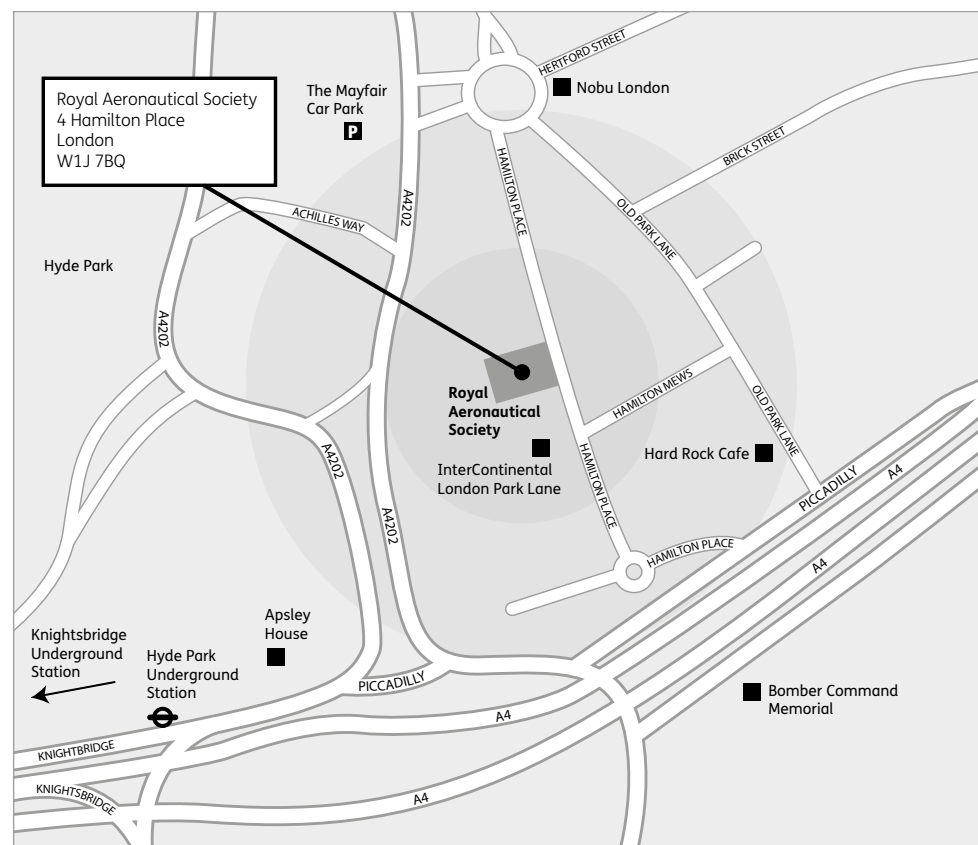
## Shareholder reference number:

## Meeting Arrangements

Please bring this card with you if you come to the Fresnillo plc Annual General Meeting which will be held at The Royal Aeronautical Society, 4 Hamilton Place, London W1J 7BQ, United Kingdom on Wednesday 30 May 2018 at 12:00 noon.

Doors to the meeting will open at 11:30 a.m., admittance will not be allowed before this time. Tea, coffee and biscuits will be served both before and after the meeting.

If you have a disability or impairment, please let us know, so that we may try to make suitable arrangements at the meeting.



## Explanatory Notes

### Proxies

1. A member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at the Annual General Meeting. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder.
2. The appointment of a proxy will not prevent a member from subsequently attending and voting at the meeting in person. In the case of joint holders, any one holder may vote. If more than one holder is present at the meeting, only the vote of the senior will be accepted, seniority being determined in the order in which the names appear on the register. Please indicate in the box next to the proxy holder's name (see over) the number of shares in respect of which that proxy is appointed. Shareholders who return the Form of Proxy duly executed but leave this box blank will be deemed to have appointed the proxy in respect of all of their shares.
3. Shareholders who wish to appoint more than one proxy in respect of their shareholding should contact the Company's Registrars, Equiniti Limited, on 0371 384 2868 or +44 (0)121 415 0205 if you are calling from outside the UK.<sup>1</sup>

For additional Forms of Proxy you may photocopy this Form of Proxy indicating on each copy the name of the proxy you wish to appoint and the number of Ordinary Shares in the Company in respect of which the proxy is appointed. All Forms of Proxy should be returned together in the same envelope.

4. Your proxy appointment must be completed no later than 48 hours before the time of the holding of the AGM (excluding non-working days) or any adjournment thereof and there are three methods available to do this:
  - i) online at [www.sharevote.co.uk](http://www.sharevote.co.uk), where full details of the procedure are given. You will have to enter the voting ID, task ID and shareholder reference number shown on this form; or
  - ii) depositing this Form of Proxy, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), with the Company's Registrars, Equiniti Limited, FREEPOST RTHJ-CLLL-KBKU, Aspect House, Spencer Road, Lancing, West Sussex, BN99 8LU, United Kingdom using the enclosed pre-paid envelope; or
  - iii) lodging the proxy appointment using the CREST Proxy Voting Service in accordance with the notes below.

### Record date

5. Entitlement to attend and vote at the meeting, and the number of votes which may be cast at the meeting, will be determined by reference to the Company's register of members at close of business (6:30 p.m. UK time) on Friday 25 May 2018 or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting (as the case may be). In each case, changes to the register of members after such time will be disregarded.

### CREST proxy instructions

6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting (and any adjournment of the meeting) by following the procedures described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). The message (regardless of whether it constitutes the appointment of a proxy or 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 (ID RA19) by the latest time(s) for receipt of proxy appointments specified in Note 4 previously. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to a proxy appointed through CREST should be communicated to the appointee through other means.
7. CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear does not make available special procedures in CREST for any particular messages. 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 procure that his CREST sponsor or voting service provider takes) 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 service providers) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
8. 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.

### General

9. The address information on this Form of Proxy is how your address appears on the register of members. If this information is incorrect please ring Equiniti's helpline on 0371 384 2868 or +44 (0)121 415 0205 if you are calling from outside the UK<sup>1</sup> to request a change of address form or go to [www.sharevote.co.uk](http://www.sharevote.co.uk) to use the online service.
10. Any alterations made to this form should be initialised by the shareholder.

<sup>1</sup> Lines are open from 8:30 a.m. to 5:30 p.m. Monday to Friday (excluding bank holidays).

Please keep this section

Please return this section