

Form of Proxy - Fresnillo plc



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 on my/our behalf at the Annual General meeting of Fresnillo plc, to be held at Travers Smith LLP, 10 Snow Hill, London, EC1A 2AL on Friday 29 May 2020 at 12:00 noon, and at any adjourned meeting.

Please tick here if this proxy appointment is one of multiple appointments (see Note 3 over).

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 in law 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 2019 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 as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Re-election of Mr Alejandro Baillères as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Re-election of Mr Juan Bordes as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Re-election of Mr Arturo Fernández as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Re-election of Mr Fernando Ruiz as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Re-election of Mr Charles Jacobs as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Re-election of Ms Bárbara Garza Lagüera as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Re-election of Mr Alberto Tiburcio as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Re-election of Dame Judith Macgregor as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Re-election of Ms Georgina Kessel as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Re-election of Mr Luis Robles as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. Election of Ms Guadalupe de la Vega as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. Re-appointment of Ernst & Young LLP as auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. Authority to set the remuneration of the auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18. Directors' authority to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Resolutions

19. Authority to disapply pre-emption rights for shares issued wholly for cash	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20. 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"/>
21. Authority for the Company to purchase its own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
22. Notice period of 14 clear days for a general meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

Date

--

--



Please return this section

Please keep this section



Coronavirus (COVID-19) Pandemic

At the date of the notice of AGM, the board of Fresnillo plc expects that, in accordance with the stay-at-home measures put in place by the UK government in response to the Coronavirus (COVID-19) pandemic, shareholders will be prevented from attending the AGM and will be refused entry. Accordingly, shareholders are strongly advised to appoint the chair of the AGM as their proxy with their voting instructions.

Notice of availability – Important please read carefully

The Fresnillo plc Annual Report and Accounts 2019 together with the 2020 Notice of AGM are now available online at www.fresnilloplc.com

Managing your shareholding online

Many of our shareholders have elected to receive communications electronically as this offers access to information in a secure, convenient and timely manner. You will receive email notifications when documents, such as the Annual Report, are available to view online.

We strongly encourage our shareholders to register for electronic communication and play their part in reducing our impact on the environment by saving paper.

To receive shareholder communications electronically you will need to register for Shareview Portfolio on Equiniti's secure website www.shareview.co.uk using your Shareholder Reference Number quoted at the top of this Form of Proxy.

In addition to receiving communications electronically you can also use your portfolio to:

- View your share balance
- Change your address
- View dividend payment and tax information
- Sign up to have your dividends paid directly into your bank account

Explanatory Notes

Proxies

1. A member is entitled to appoint another person as their proxy to exercise all or any of their 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 itself prevent a member from subsequently attending and voting at the meeting in person (although shareholders are expected to be prohibited from attending the AGM in person as a result of the COVID-19 pandemic). 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 by the order in which the names appear on the register. A space has been included in the Form of Proxy to allow members to specify the number of shares in respect of which that proxy is appointed. Shareholders who return the Form of Proxy duly executed but leave this space 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, FREEPOST RTHJ-CLLL-KBKU, Aspect House, Spencer Road, Lancing, West Sussex BN99 8LU, UK on 0371 384 2868 or +44 (0)121 415 0205 if you are calling from outside the UK¹.

For additional Forms of Proxy you may photocopy the Form of Proxy provided on the reverse of this document 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.

Please indicate with a cross in the appropriate box how you wish your votes to be cast. In the absence of any specific direction, the proxy will vote (or abstain from voting) at his or her discretion. On any other business which properly comes before the Annual General Meeting (including any motion to amend any resolution or to adjourn the Annual General Meeting) the proxy will vote or abstain at his or her discretion.

4. Your proxy appointment must be received 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 to do this:
 - (i) Online at 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 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, UK using the enclosed pre-paid envelope; or
 - (iii) Lodging the proxy appointment using the CREST Proxy Voting Service in accordance with the notes below.
5. In the case of a corporate shareholder, this Form of Proxy should either be executed by the company under seal or signed by a director or a duly authorised officer or attorney. In the case of joint holders, the vote of the first-named in the register of members of the Company will be accepted to the exclusion of that of other joint holders.

Record date

6. 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 27 May 2020 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.

Entry to the AGM, security arrangements and conduct of proceedings

7. Given the guidance and restrictions in force on the date of this Notice, the Company currently expects that shareholders will not be able to attend the AGM in person and will be refused entry. However, the Company will continue to monitor the impact of COVID-19 and reserves the ability to revise arrangements in relation to the AGM should circumstances change. Any relevant updates regarding the AGM will be available on the Company's website.

CREST proxy instructions

8. 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). CREST Personal Members or other CREST sponsored members (and those CREST members who have appointed a voting service provider) should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.
9. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. 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 RAI9) by the latest time(s) for receipt of proxy appointments specified in Note 4 above. 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 proxies appointed through CREST should be communicated to the appointee through other means.
10. 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 their 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.
11. 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

12. 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 0382 384 2868 or +44 (0)121 415 0205 if you are calling from outside the UK¹ to request a change of address form or go to www.sharevote.co.uk to use the online service.
13. Any alterations made to this form should be initialised by the shareholder.

¹ Lines are open from 9.00 a.m. to 5.00 p.m. Monday to Friday (excluding public holidays in England and Wales)