



Jurys Inn
31-35 Clarendon Road
Watford
Hertfordshire WD17 1JA

How to get there

By rail

Watford Junction Station (West Coast Main Line),
approximately 8 minutes walk

By London Underground

Watford Station (Metropolitan Line),
approximately 25 minutes walk or 5 minutes drive in a taxi

By car

Exit at Junction 5 on the M1,
approximately 10 minutes drive
(There is a public car park approximately 3 minutes walk away)

If you come to the meeting please bring this card with you.

It is evidence of your right to attend, speak and vote at the meeting
and will help you gain admission as quickly as possible.

Shareholder reference number:

Signature of person attending:

+

FORM OF PROXY – MOTHERCARE PLC

0173-057-S

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Voting ID

Task ID

Shareholder Reference No.

You may also choose to submit your proxy vote electronically at www.sharevote.co.uk using the Voting ID, Task ID and Shareholder Reference number above.

I/We, the undersigned, being a member of Mothercare plc, hereby appoint the Chairman of the meeting or

[Empty box for name]

(NOTE 2)

as my/our proxy to attend, speak and vote on my/our behalf in respect of

[Empty box for subject]

(NOTE 3)

I/we would like my/our proxy to vote on the Ordinary Resolution and Special Resolution proposed at the General Meeting as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting or adjournment thereof.

My/our voting entitlement at the General Meeting of Mothercare plc to be held at 10.30 a.m. on 9 October 2014 at Jurys Inn, 31-35 Clarendon Road, Watford, Hertfordshire, WD17 1JA and at any adjournment thereof.

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

Resolutions

Ordinary Resolution

1 To authorise the directors of the Company to allot shares in connection with the proposed Rights Issue (as defined in the Notice of General Meeting).

FOR **AGAINST** **WITHHELD**

Special Resolution

2 To authorise the directors of the Company to disapply pre-emption rights in connection with the proposed Rights Issue (as defined in the Notice of General Meeting).

The text of the Ordinary Resolution and Special Resolution, together with explanatory notes, is set out in the Notice of General Meeting. Unless you have previously opted not to receive a printed copy, a copy of the Notice of General Meeting accompanies this form. Alternatively, an electronic copy of the Notice of General Meeting can be accessed via the Company's website at www.mothercareplc.com

Signature

[Empty box for signature]

Date

[Empty box for date]

This card should not be used for any comments, change of address, or other queries. Please send separate instruction.

Please complete this form and return it (using the envelope provided) to Equiniti, to arrive no later than 10:30 a.m. on 7 October 2014.

Please detach and post this section in the envelope provided. No stamp required.

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Mothercare plc Poll Card

Please bring this card with you to the meeting. Do NOT post this card to the Registrar.

Resolutions

Ordinary Resolution

	FOR	AGAINST	WITHHELD
1 To authorise the directors of the Company to allot shares in connection with the proposed Rights Issue (as defined in the Notice of General Meeting).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Resolution

2 To authorise the directors of the Company to disapply pre-emption rights in connection with the proposed Rights Issue (as defined in the Notice of General Meeting).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Shareholder Reference No.

Name

Signature



Notes

1. A shareholder entitled to attend, speak and vote at the meeting may appoint one or more proxies to exercise all or any of his/her rights to attend, speak and vote instead of him/her. A proxy need not be a shareholder of the Company.
2. To appoint someone other than the Chairman of the meeting as your proxy, please delete the words "Chairman of the meeting" and insert the name of your proxy in the space indicated. You may appoint more than one proxy; please see the guidance set out in the Notice of General Meeting. If you are appointing more than one proxy, please indicate in the box under the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy and indicate by ticking the relevant box that the proxy appointment is one of multiple appointments being made. Multiple proxy appointments should be returned together in the same envelope. No proxy may be authorised to exercise votes which any other proxy has been authorised to exercise.
3. Please specify the number of shares to be voted if not your entire holding. If left blank, your proxy will be deemed to be authorised in respect of your full 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).
4. In the absence of instructions, the person appointed proxy may vote or refrain from voting as he or she thinks fit on the specified resolutions and, unless instructed otherwise, the person appointed proxy may also vote or refrain from voting as he or she thinks fit on any other business (including amendments to resolutions) which may properly come before the meeting.
5. To be valid, your signed and dated proxy form must be deposited together with any power of attorney or authority under which it is signed or a certified copy of such power or authority, at the offices of the Company's registrars: Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA or for shares held through the CREST proxy voting system, by using the procedures described in the CREST manual (available via www.euroclear.com) as soon as possible and no later than 10:30 a.m. on 7 October 2014. You, or your attorney duly authorised in writing, must sign and date the proxy form. In the case of a corporation, the proxy form should be executed under its common seal and/or the hand of a duly authorised officer or attorney.
6. The "Withheld" box is provided to enable you to abstain on any particular resolution. However, it should be noted that a "vote withheld" is not a vote in law and will not be counted in the calculation of the proportion of votes "for" and "against" a resolution but will be counted to establish if a quorum is present.
7. Only those shareholders registered in the register of members of the Company at 6:00 p.m. on 7 October 2014 shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register of members after 6:00 p.m. on 7 October 2014 shall be disregarded in determining the rights of any person to attend or vote at the meeting.
8. In the case of joint registered holders, the signature of one holder on a proxy card will be accepted and the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand on the register of members of the Company in respect of the relevant joint holding.
9. Return of this form of proxy will not prevent a registered shareholder from attending and speaking at the meeting and voting in person.

Please detach and retain this section.