



VOTING ID

TASK ID

SHAREHOLDER REFERENCE NUMBER



Please read the notes overleaf before completing this form of proxy

For use at the AGM by ordinary shareholders of the Company only. To tender your vote on the resolutions you simply need to complete the section below, detach and post in the envelope provided (postage has been prepaid).

I/We hereby appoint the chairman of the meeting, or see note 2* as my/our proxy to attend and, on a poll, vote for me/us on my/our behalf at the AGM of the Company to be held at 3.00pm on Thursday, 23 July 2015, and at every adjournment thereof, and, on a poll, I/we direct the proxy to vote in respect of the resolutions to be proposed at the AGM as shown below.

	For	Against	Vote Withheld
1 To receive the annual accounts, directors' report, strategic report, directors' remuneration report and auditors' report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To approve the directors' remuneration report (excluding the directors' remuneration policy)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To re-elect Alan Parker as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To re-elect Angela Brav as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To re-elect Lee Ginsberg as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 To re-elect Amanda Mackenzie as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 To re-elect Richard Rivers as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 To re-elect Imelda Walsh as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 To re-elect Nick Wharton as director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
----- Important: fold along this line -----			
10 To elect Mark Newton-Jones as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11 To elect Richard Smothers as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12 To re-appoint Deloitte LLP as auditors of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13 To authorise the directors to determine the remuneration of the auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14 Authority for the directors to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15 Authority to call a General Meeting at 14 days' notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16 Authority for the directors to disapply pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17 Authority to purchase own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18 To approve the Mothercare plc Save As You Earn Plan 2015	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

NB Resolutions 15 to 18 inclusive are special resolutions.

The manner in which the proxy is to vote must be indicated by inserting an 'X' in the spaces provided above. Where no 'X' is inserted, the proxy will, on a poll, vote or abstain at its discretion, and may also, on a poll, vote or abstain from voting, unless instructed otherwise, on any other business which may properly come before the meeting. The 'Vote Withheld' option is provided to enable you to refrain from voting on any particular resolution. Please note that a Vote Withheld is not a vote in law and will not be counted as a vote For or Against a resolution.

Please tick here if the appointment being made by this form of proxy is one of multiple appointments being made (see note 1)

Date Signed



0173-060-S



The Annual General Meeting (the AGM) of Mothercare plc (the Company) will be held at the Company's head office, Cherry Tree Road, Watford, Hertfordshire WD24 6SH at 3.00pm on Thursday, 23 July 2015.

If you intend to come to the meeting, please bring this admittance card with you which will facilitate the admission checking arrangements. If you are unable to attend the meeting and wish to appoint another person as your proxy, please detach the prepaid proxy form and after completion send it, having regard to the notes overleaf, to our Registrars in the envelope provided. If you appoint a proxy it is not necessary to hand the admittance card to your proxy.

Notes to the form of proxy

- 1 A member of the Company is entitled to appoint a proxy to exercise all or any of his/her rights to attend, speak and vote at a general meeting of the Company. A member of the Company may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to different shares. To appoint more than one proxy, please contact our Registrars, Equiniti Limited, by calling +44(0)121 415 7042 (international callers) or 0871 384 2013 to request additional forms (calls to this number are charged at 8p per minute plus network extras). Lines are open 08.30 to 17.30 Monday to Friday. Alternatively, you may photocopy this form of proxy. Please indicate next to proxy holder's name the number of shares in relation to which they are entitled to act as your proxy. Please also indicate by ticking the box at the end of the form of proxy if the proxy instruction is one of multiple instructions being given. All forms must be signed and 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. 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.
- 2 If a proxy other than the chairman of the meeting (not necessarily a member of the Company) is preferred, delete the words 'the chairman of the meeting' and write the name of the proxy you wish to appoint in the space provided at *.
- 3 If your proxy is being appointed in relation to less than your full voting entitlement, please enter 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).
- 4 In the case of joint holders, the vote of the senior holder who tenders a vote shall be accepted to the exclusion of the votes of the other joint holders. Seniority will be determined by the order in which the names stand in the register of members.
- 5 The proxy must be signed by the shareholder or his/her attorney. In the case of a corporation, the proxy must be executed either under its common seal or under the hand of an attorney or a duly authorised officer of the corporation. The completion and return of this form will not preclude a shareholder from attending the meeting and voting in person.
- 6 To be valid for use at the meeting, this form of proxy together with any power of attorney or other authority under which it is signed or a notarially certified copy must be received at the office of the Registrars of the Company by no later than 3.00pm on Tuesday, 21 July 2015.

- 7 Biographical details of the directors seeking re-election or election are given on page 38 of the annual report and accounts.

Electronic proxy appointment

A proxy may also be appointed electronically as follows:

Electronic proxy appointment

An electronic proxy appointment may be made by logging on to our Registrars' website www.sharevote.co.uk. Shareholders will need their Voting ID, Task ID and Shareholder Reference Number. Full details of the procedures are given on the website. Alternatively, if you have already registered with our Registrars' online portfolio service Shareview, you can submit your proxy by logging onto your portfolio at www.shareview.co.uk and clicking on Company Meetings. Instructions are given on the website.

Electronic voting through CREST

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using 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 service provider(s) should refer to their CREST sponsor or voting service provider(s) who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is 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 3.00pm on 21 July 2015. 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 Application 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. 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.

IMPORTANT: In any case your instructions or form of proxy must be received by the Company's Registrars no later than 3.00pm on 21 July 2015. Please note that any electronic communication found to contain a computer virus will not be accepted.

Further details are included in the notes to the Notice of Annual General Meeting 2015.

How to get there

By rail

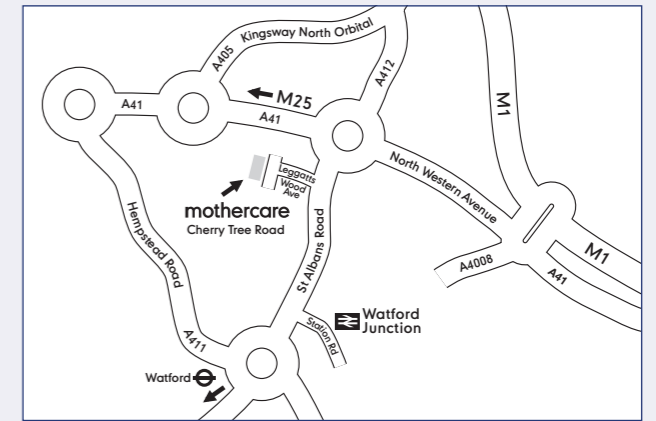
Watford Junction station, approximately 10 minutes' drive by taxi. For further information on train operators and times please visit National Rail Enquiries at www.nationalrail.co.uk

By London Underground

Watford (Metropolitan Line). Taxis are available from outside the station.

Wheelchair access

The building is wheelchair accessible.



Note: Map not to scale