



VOTING ID

TASK ID

SHAREHOLDER REFERENCE NUMBER



Please read the notes overleaf before completing this form of proxy

For use at the GM 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 GM of the Company to be held at 10.00 a.m. on Thursday, 26 July 2018, 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 GM as shown below.

	For	Against	Vote Withheld
1 To approve the sub-division of ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To approve the amendment to the articles of association of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Authority for the directors to allot shares in relation to the placing and open offer and the conversion of the shareholder loans	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Authority for the directors to disapply pre-emption rights in relation to the placing and open offer and the conversion of the shareholder loans	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To approve the issue price of the new ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 To approve the related party transactions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Important: fold along this line			
7 General authority for the directors to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 General authority for the directors to disapply pre-emption rights on an unrestricted basis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 General authority for the directors to disapply pre-emption rights for the purpose of an acquisition or specified capital investment	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 Authority to purchase own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

NB Resolutions 2, 4 and 8 to 10 (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



0173-069-S



The General Meeting ("GM") of Mothercare plc ("Company") will be held at the offices of DLA Piper UK LLP at 3 Noble Street, London EC2V 7EE at 10.00 a.m. on Thursday, 26 July 2018.

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 0950 (international callers) or 0333 207 6378 to request additional forms. Lines are open 08.30 to 17.30 Monday to Friday (excluding public holidays in England and Wales). 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 and any procedural business) 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. Any alterations made to this form of proxy should be initialled. 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 10.00 a.m. on 24 July 2018 (excluding non-working days).

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 10.00 a.m. on 24 July 2018 (excluding non-working days). 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 10.00 a.m. on 24 July 2018 (excluding non-working days). 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 General Meeting.

How to get there

By rail

(National Rail Enquiries: 08457 48 49 50). All of London's mainline rail stations are directly accessible from the Underground lines and bus routes. In addition, rail facilities at Moorgate, Liverpool Street, Cannon Street and City Thameslink are within ten minutes' walking distance.

By buses

Numerous bus routes are available on London Wall and nearby Cheapside, serving all destinations in the City and the West End. In particular, a Red Arrow bus service, which stops on London Wall, serves Liverpool Street and Waterloo.

By London Underground

Situated within ten minutes' walk of four London Underground stations: Bank, St. Pauls, Moorgate and Mansion House.

Wheelchair access

The building is wheelchair accessible.



Note: Map not to scale