

# James Halstead plc

## Form of Proxy

For use at the Annual General Meeting of James Halstead plc on 6 December 2019 at 12 Noon.

**Kindly Note:** This form is addressed only to the shareholder and in respect of the preprinted designated shareholding.

This personalised form is not transferable between shareholders or differing shareholder accounts. The issuer and Link Asset Services accept no liability for any instruction that does not comply with these conditions.

**You may submit your Proxy electronically using the Share Portal Service at [www.signalshares.com](http://www.signalshares.com)**

Ordinary Business	For	Against	Abstain
1 To receive and adopt the report of the directors and the statement of accounts for the year ended 30 June 2019 together with the report of the auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To declare a final dividend on the ordinary shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To re-elect Mr G R Oliver, who is retiring by rotation under the Articles of Association, as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To re-elect Mr S D Hall, who is retiring by rotation under the Articles of Association, as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To re-appoint BDO LLP as auditors of the company and authorise the directors to fix their remuneration for the ensuing year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Special Business</b>			
6 To authorise the directors to offer scrip dividends as per the notice of meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 To authorise the directors to allot shares of the company or to grant rights as per the notice of meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 To authorise the directors to disapply pre-emption rights as per the notice of meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 To authorise the directors to purchase the company's own shares as per the notice of meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Before completing this form, please see the explanatory notes overleaf. I/We want the following person (called a 'proxy') to vote on my/our behalf (The proxy need not be a member of the Company).

**(Please place a mark in one box only to indicate your choice.)**

The Chairman of the meeting:  **Please leave this box blank if you are selecting someone other than the Chairman.**

or

The following person:   
**Please leave this box blank if you have selected the Chairman. Do not insert your own name(s).**

Please tick here if this proxy is one of multiple appointments being made (see note 6).

Enter a number of shares in relation to which your proxy is authorised to vote or leave blank to authorise your proxy to act in relation to your full voting entitlement.

To attend and vote on my/our behalf at the Annual General Meeting of James Halstead plc to be held on 6 December 2019 at 12 Noon and at any adjournment of the meeting. I/We would like my/our proxy to vote on the resolutions proposed at the 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.

Signature (Please sign in the box above) Date  
**Any one joint holder may sign**

**NOTICE OF AVAILABILITY – NOTICE OF AGM AND ANNUAL REPORT 2019**  
**Important – please read carefully**  
 You can now access the 2019 Annual Report and Notice of AGM by visiting this website: [www.jameshalstead.com](http://www.jameshalstead.com). If you would like to receive communications from the company via email, please register your email address at: <https://www.signalshares.com>  
 Please note the deadline for receiving proxies is 12 Noon on 4 December 2019.

## James Halstead plc

### Attendance Card

If you plan to attend the Annual General Meeting of James Halstead plc at the Fusilier Museum, Moss Street, Bury BL9 0DF on 6 December 2019 at 12 Noon, please sign this Attendance Card and hand it in on arrival at the Meeting.

Please note that the Meeting is due to commence at 12 Noon. You are advised to arrive not later than 15 minutes before the start of the Meeting, to allow time for registration.

You are requested, in the interest of security, not to bring cameras or bulky hand baggage to the Meeting.

Signature (Please sign in the box above) Date

**Any one joint holder may sign**  
**You may submit your Proxy electronically using the Share Portal Service at [www.signalshares.com](http://www.signalshares.com)**

## Notes

1. You may appoint one or more proxies of your own choice. However if you do not enter the name of your choice in the space provided, the return of this form duly signed will authorise the Chairman of the meeting to act as your proxy.
2. In the case of a corporation, this form of proxy must be executed under its common seal or under the hand of a duly authorised officer or attorney.
3. To be valid this proxy and the power of attorney or other authority under which it is signed, or a notarially certified copy of such power or authority, must be delivered to the Company's Registrars, Link Asset Services at FREEPOST PXS, 34 Beckenham Road, BR3 9ZA, not later than 12 Noon on 4 December 2019.
4. Any of several joint holders may sign. The vote of the senior holder, whether tendered in person or by proxy, shall be accepted to the exclusion of others and for this purpose seniority shall be determined by the order in which the names stand in the register of members. In any event, the names of all joint holders should be stated on the form of proxy.
5. To have the right to attend and vote at the meeting (and also for the purpose of calculating how many votes a person entitled to attend and vote may cast), a person must be entered in the register of holders of the ordinary shares of the Company by the close of business on 4 December 2019. Changes to entries in the register after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
6. A duly appointed proxy may attend the meeting, speak, vote on a show of hands and vote on a poll. To appoint more than one proxy, complete a photocopy of this proxy form. Please also indicate by ticking the relevant box if the proxy appointment is one of multiple appointments being made. Multiple proxy appointments should be returned together in the same envelope.