

Proxy Form for Low & Bonar PLC (the "Company") Court Meeting on 5 November 2019 at 10.30 a.m.



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Refore completing this Form of Dr	rovy please read carefully the Notic	ce of Court Meeting set out in	the Scheme Document of the Company date	Ч
		_	s and the explanatory Notes set out overleaf.	,
for a meeting of the Scheme Shard approving (with or without modific (the "Scheme") between the Com	eholders (as defined in the Scheme ation) a scheme of arrangement prop pany and the Scheme Shareholders NQ on 5 November 2019 at 10.30 a.	Document) to be convened fo posed to be made pursuant to F and that such court meeting s	npanies Act 2006, the Court has given permission the purpose of considering and, if thought for the Part 26 of the Companies Act 2006 (as amende shall be held at the offices of Instinctif Partner hich place and time all Scheme Shareholders a	t, I) s,
Voting ID:	Task ID:		Shareholder Reference Number:	7
You may submit your provy electro	nically at www.sharevote.co.uk usin	ig the above numbers		
	rs of the Company and entitled to vote			٦
	person named in the box opposite as			
	alf at the Court Meeting of the Compa			J
,	Gresham Street, London EC2V 7NQ, e proxy is requested to vote on the ur	•	dicated. See also Notes 1 to 15 overleaf.	
			her complete this Form of Proxy and return it l	V
post or (during normal business ho	urs only) by hand to the Company's i	registrar, Equiniti Limited, Aspe	ect House, Spencer Road, West Sussex BN99 6D	A
			ng the above Voting ID, Task ID and Sharehold	
			Γ electronic proxy appointment service by using out in the Notice of Court Meeting. To be vali	
			e Court Meeting or any adjournment(s) there	
			o later than 10.30 a.m. on 1 November 2019).	
			Meeting or a representative of Equiniti on beha with completing this Form of Proxy, please se	
the Notes overleaf.	, zerore une start er une geart it		The completing the remaining the control of	_
	tment is one of multiple proxy appointme one proxy, please refer to Note 3 in the No			
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			e". If you wish to vote against the Scheme, si oth boxes, or do not sign in either box, then t	
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Joint shareholders should refer to	Note 10 overleat.			
FOR the Scheme		AGAINST the Scheme		
Data				
Date				
Kindly note: In addition to comple	eting this BLUE Form of Proxy for t	he Court Meeting please also	complete and return the WHITE Form of	

Kindly note: In addition to completing this BLUE Form of Proxy for the Court Meeting please also complete and return the WHITE Form of Proxy enclosed for the General Meeting. Please read the attached Notes before completing this Form of Proxy.

It is important that as many votes as possible are cast at the Court Meeting so that the Court may be satisfied that the result is a fair representation of shareholder opinion; you are therefore strongly encouraged to complete, sign and return this BLUE Form of Proxy as soon as possible.

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Notes to the Form of Proxy

- 1. Full details of the resolution to be proposed at the Court Meeting are set out in the Notice of Court Meeting which is set out in Part IX of the Scheme Document. Before completing this Form of Proxy please also read the sections entitled "Action to be taken" in the Scheme Document. Terms defined in the Scheme Document shall apply in this Form of Proxy unless the context otherwise requires.
- 2. Only Scheme Shareholders, or their duly appointed representatives, are entitled to attend, speak and vote at the Court Meeting. A Scheme Shareholder may appoint one or more proxies (provided that each proxy is appointed to exercise rights attached to a different share or shares), who need not be Scheme Shareholders, to exercise all or any of his/her rights to attend, speak and vote on his/her behalf. Proxies may only be appointed using the procedures set out in this Form of Proxy. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box 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. The Form of Proxy gives your proxy(ies) full rights to attend, speak and vote. If you wish to restrict the rights of your proxy(ies) please cross out either or both of the words 'speak' or 'vote' as you feel appropriate. Any proxy appointed pursuant to this Form of Proxy will vote as indicated by this Form of Proxy on the Scheme. Unless otherwise instructed, for any other business arising at the Court Meeting (including amendments to the Scheme and any procedural business, including any resolution to adjourn) the proxy appointed pursuant to this Form of Proxy will vote at his/her sole discretion.
- 3. If you wish to appoint a proxy other than the Chairman of the Court Meeting please insert their name in the space provided. Please note that, if you appoint a particular Low & Bonar Director by name as a proxy, your vote will only be cast if that Low & Bonar Director is present at the Court Meeting. To appoint more than one proxy in respect of your Low & Bonar Shares, you should photocopy the Form of Proxy or request additional Form(s) of Proxy. To obtain additional Form(s) of Proxy, please contact Company's Registrars, Equiniti, using the contact information set out in Note 15. Please indicate next to each proxy's name the number of Scheme Shares in relation to which you authorise each proxy to act. Please also indicate by marking the box on the Form of Proxy instruction is one of multiple instructions being given for the meeting. Where a Form of Proxy does not state the number of Scheme Shares to which it applies, the proxy is deemed to have been appointed in relation to the total number of Scheme Shares registered in the name of the appointing Scheme Shareholder. Where a Form of Proxy does not state the number of Scheme Shares to which it applies but is one of multiple instructions or where the aggregate number of Scheme Shares exceeds a Scheme Shareholder's entire holding, then the total number of Scheme Shares registered in the name of the appointing Scheme Shareholder will be apportioned pro rata. Please ensure that all of the multiple Forms of Proxy in respect of one registered holding of Scheme Shares are sent to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.
- 4. This Form of Proxy (i) in the case of an individual must be signed by the individual or his/her attorney; and (ii) in the case of a corporation must be either given under its common seal or be signed on its behalf by an officer, attorney or other person duly authorised by the corporation. In the case of a joint holding, only the senior holder may sign. Where an appointment of a proxy is signed on behalf of the individual by an attorney, the power of attorney or a duly certified copy thereof must (unless previously registered with the Company) be submitted to the Company, failing which the appointment may be treated as invalid.
- 5. Where two or more Forms of Proxy are delivered for use in respect of the same shares, the one which has been delivered last (regardless of when it was signed or by what means it was delivered) shall be treated as replacing and revoking the others which have been delivered, provided that if the Company has insufficient evidence to decide whether or not a proxy appointment is in respect of the same share, it shall be entitled to determine which proxy appointment (if any) is to be treated as valid.
- 6. The appointment of a proxy will not prevent a Scheme Shareholder from subsequently attending and voting at the Court Meeting in person. If a Scheme Shareholder appoints a proxy or proxies and then decides to attend the Court Meeting in person and vote on a poll using his/her poll card, then the vote in person will override the proxy vote(s). If the vote in person is in respect of the Scheme Shareholder's entire holding then all proxy votes will be disregarded. If, however, the Scheme Shareholder votes at the meeting in respect of less than the Scheme Shareholder's entire holding, and the Scheme Shareholder indicates on his/her polling card that all proxies are to be disregarded, that shall be the case; but if the Scheme Shareholder does not specifically revoke proxies, then the vote in person will be treated in the same way as if it were the last received proxy and earlier proxies will only be disregarded to the extent that to count them would result in the number of votes being cast exceeding the Scheme Shareholder's entire holding.
- 7. To be valid, the Form of Proxy, and any power of attorney or other authority under which it is executed (or a duly certified copy of such power or authority), must either be (a) sent (or delivered by hand during normal business hours) in the pre-paid envelope for use in the UK enclosed to the Company's Registrar, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA or (b) lodged using the CREST electronic proxy appointment service in accordance with the procedure set out in the CREST Manual, in each case, so as to reach the Company's Registrar, Equiniti, (CREST participant ID: RA19) no later than 10.30 a.m. (London time) on 1 November 2019 or, if the Court Meeting is adjourned, no later than 48 hours (excluding any day which is not a Business Day) before the time fixed for the adjourned Court Meeting. If the Form of Proxy is not returned by the specified time, it may be handed to the Chairman of the Court Meeting or Equiniti at the Court Meeting before the start of the Court Meeting. Alternatively, Scheme Shareholders who prefer to register the appointment of their proxy electronically via the Internet can do so through the Equiniti website at www.sharevote.co.uk where full instructions on the procedure are given. The Voting ID, Task ID and Shareholder Reference Number printed on the Form of Proxy will be required to use this electronic proxy appointment system. A proxy appointment made electronically will not be valid if sent to any address other than that provided or if received by Equiniti after 10.30 a.m. (London time) on 1 November 2019 (or, in the case of an adjourned meeting, later than 48 hours (excluding any part of a day that is not a working day) prior to the time and date set for the adjourned meeting). Please note that any electronic communication found to contain a computer virus will not be accepted. A proxy appointment sent by CREST may be treated as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001. The CREST Manual i
- 8. Please indicate how you wish to vote with a signature in either the box marked "FOR the Scheme" or the box marked "AGAINST the Scheme". Please note that you must indicate a preference for this proxy to be valid.
- 9. Only those Scheme Shareholders registered in the register of members of the Company as at 6.30 p.m. (London time) on 1 November 2019 or, if the Court Meeting is adjourned, as at 6.30 p.m. (London time) on the day that is two Business Days prior to the Court Meeting, will be entitled to attend, speak and vote at the Court Meeting in respect of the number of Scheme Shares registered in their name at that time. Changes to entries on the relevant register of members after 6.30 p.m. (London time) on 1 November 2019, or, if the Court Meeting is adjourned, after 6.30 p.m. (London time) on the day that is two Business Days prior to the adjourned Court Meeting, will be disregarded in determining the rights of any person to attend, speak and vote at the Court Meeting.
- 10.In the case of joint holders, only the vote of the senior holder, whether in person or by proxy, will be accepted. For this purpose seniority shall be determined by the order in which the names appear on the register in respect of the joint holding.
- 11.A Scheme Shareholder which is a corporation may authorise a person or persons to act as its representative(s) at the Court Meeting. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual Scheme Shareholder of the Company, provided that not more than one corporate representative is appointed in respect of any one share
- 12. Any alterations to this Form of Proxy must be initialled by the person who signs it.
- 13. Neither the death nor the insanity of a Scheme Shareholder who has appointed a proxy, nor the revocation or termination by a Scheme Shareholder of the appointment of a proxy (or of the authority under which the appointment was made), shall invalidate the proxy or the exercise of any of the rights of the proxy thereunder, unless notice of such death, insanity, revocation or termination shall have been either (i) received by the Company at the address specified for receipt of the Forms of Proxy not less than 48 hours before the commencement of the Court Meeting or adjournment thereof.
- 14. You may not use any electronic address provided either in this Form of Proxy, in the Notice of Court Meeting or in any related documents to communicate with the Company for any purposes other than those expressly stated.
- 15.If you have any questions relating to the Form of Proxy, please call Equiniti between 8.30 a.m. and 5.30 p.m. (London time) Monday to Friday (except public holidays) on 0333 207 6385 (from within the UK) or +44 (0)121 415 0954 (from outside the UK). Calls will be charged at national or international rates as the case may be. Different charges may apply to calls from mobile telephones. Please note that calls may be recorded and Equiniti cannot provide legal, tax or financial advice, or advice on the merits of the Scheme.







Proxy Form for Low & Bonar PLC (the "Company") General Meeting on 5 November 2019 at 10.45 a.m. (or as soon thereafter as the preceding Court Meeting convened for 10.30 a.m. shall have concluded or been adjourned)



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Voting ID: Task ID:	Shareholder Reference Number:			
You may submit your proxy electronically at www.sharevote.co.uk using the above numbers. I being a member/we being members of the Company and entitled to vote at the General Meeting appoint the Chairman of the meeting or the person named in the box opposite as my/our proxy to attend, speak and vote for me/us on my/our behalf at the General Meeting of the Company to be held at 10.45 a.m. (or as soon thereafter as the preceding Court Meeting convened for 10.30 a.m. shall have concluded or been adjourned) at the offices of Instinctif Partners, 65 Gresham Street, London EC2V 7NQ, on Tuesday 5 November 2019 and at any adjournment thereof. The proxy is requested to vote on the undermentioned resolution as indicated. See Notes 1 to 16 overleaf. Should you be unable to come to the General Meeting but wish to use your voting rights, you should either complete this Form of Proxy and return it by post or (during normal business hours only) by hand to the Company's registrar, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 GDA (the 'Registrar') or complete and submit your proxy form electronically at www.sharevote.co.uk using the above Voting ID, Task ID and Shareholder Reference Number. Alternatively, CREST members may appoint a proxy or proxies through the CREST electronic proxy appointment service by using the procedures described in the CREST Manual. Further details on CREST proxy appointments are set out in the Notes to the Notice of General Meeting. To be valid, all proxy appointments must be received no later than 48 hours before the time appointed for the General Meeting or any adjournment(s) thereof (excluding any day which is not a Business Day) (i.e. for the General Meeting on 5 November 2019 by no later than 10.45 a.m. on 1 November 2019). For further assistance with completing this Form of Proxy, please see the Notes overleaf. The Vote Withheld option is provided to enable you to instruct the proxy not to vote on the Special Resolution. A Vote Withheld is not a vote in law and will				
Please indicate your instructions by marking the "For", "Against" or "Vote Wi				
Special Resolution To give effect to the Scheme, including authorising the directors of the Company (or a duly authorised committee of the directors) to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect, and amendments to the articles of association of the Company, as set out in the Notice of General Meeting.				
Signature	Date			
Kindly note: In addition to completing this WHITE Form of Proxy for the General Me	eting please also complete and return the BLUE Form of Proxy enclosed for the			

Court Meeting. Please read the attached Notes before completing this Form of Proxy.

It is important that as many votes as possible are cast at the General Meeting and you are therefore strongly encouraged to complete, sign and return this WHITE Form of Proxy as soon as possible.



Notes to the Form of Proxy

- 1. Full details of the Special Resolution to be proposed at the General Meeting, with explanatory notes, are set out in the Notice of General Meeting which is set out in Part X of the circular relating to the Scheme sent to Low & Bonar Shareholders on 11 October 2019 (the "Scheme Document"). Before completing this Form of Proxy, please also read the sections entitled "Action to be taken" set out in the Scheme Document. Terms defined in the Scheme Document shall apply in this Form of Proxy unless the context otherwise requires.
- 2. Only Low & Bonar Shareholders, or their duly appointed representatives, are entitled to attend, speak and vote at the General Meeting. A Low & Bonar Shareholder may appoint one or more proxies (provided that each proxy is appointed to exercise rights attached to a different share or shares), who need not be Low & Bonar Shareholders, to exercise all or any of his/her rights to attend, speak and vote on his/her behalf. Proxies may only be appointed using the procedures set out in this Form of Proxy. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box 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. The Form of Proxy gives your proxy(ies) full rights to attend, speak and vote. If you wish to restrict the rights of your proxy(ies) please cross out either or both of the words 'speak' or 'vote' as you feel appropriate.
- 3. If you wish to appoint a proxy other than the Chairman of the General Meeting please insert their name in the space provided. Please note that, if you appoint a particular Low & Bonar Director by name as a proxy, your vote will only be cast if that Low & Bonar Director is present at the General Meeting. To appoint more than one proxy in respect of your Low & Bonar Shares, you should photocopy the Form of Proxy or request additional Form(s) of Proxy. To obtain additional Form(s) of Proxy, please contact Company's Registrars, Equiniti, using the contact information set out in Note 16. Please indicate next to each proxy's name the number of Low & Bonar Shares in relation to which you authorise each proxy to act. Please also indicate by marking the box on the Form of Proxy if the proxy instruction is one of multiple instructions being given for the meeting. Where a Form of Proxy does not state the number of Low & Bonar Shares registered in the name of the appointing Low & Bonar Shareholder. Where a Form of Proxy does not state the number of Low & Bonar Shares to which it applies but is one of multiple instructions or where the aggregate number of Low & Bonar Shares exceeds an Low & Bonar Shareholder's entire holding, then the total number of Low & Bonar Shares registered in the name of the appointing Low & Bonar Shares are sent to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.
- 4. This Form of Proxy (i) in the case of an individual must be signed by the individual or his/her attorney; and (ii) in the case of a corporation must be either given under its common seal or be signed on its behalf by an officer, attorney or other person duly authorised by the corporation. In the case of a joint holding, only the senior holder may sign. Where an appointment of a proxy is signed on behalf of the individual by an attorney, the power of attorney or a duly certified copy thereof must (unless previously registered with the Company) be submitted to the Company, failing which the appointment may be treated as invalid.
- 5. Where two or more Forms of Proxy are delivered for use in respect of the same shares, the one which has been delivered last (regardless of when it was signed or by what means it was delivered) shall be treated as replacing and revoking the others which have been delivered, provided that if the Company has insufficient evidence to decide whether or not a proxy appointment is in respect of the same share, it shall be entitled to determine which proxy appointment (if any) is to be treated as valid.
- 6. The appointment of a proxy will not prevent an Low & Bonar Shareholder from subsequently attending and voting at the General Meeting in person. If a Low & Bonar Shareholder appoints a proxy or proxies and then decides to attend the General Meeting in person and vote on a poll using his/her poll card, then the vote in person will override the proxy vote(s). If the vote in person is in respect of the Low & Bonar Shareholder's entire holding then all proxy votes will be disregarded. If, however, the Low & Bonar Shareholder votes at the meeting in respect of less than the Low & Bonar Shareholder's entire holding, and the Low & Bonar Shareholder indicates on his/her polling card that all proxies are to be disregarded, that shall be the case; but if the Low & Bonar Shareholder does not specifically revoke proxies then the vote in person will be treated in the same way as if it were the last received proxy and earlier proxies will only be disregarded to the extent that to count them would result in the number of votes being cast exceeding the Low & Bonar Shareholder's entire holding.
- 7. To be valid, the Form of Proxy, and any power of attorney or other authority under which it is executed (or a duly certified copy of such power or authority), must either be (a) sent (or delivered by hand during normal business hours) in the prepaid envelope (for use in the UK) to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA or (b) lodged using the CREST electronic proxy appointment service in accordance with the procedures set out in the CREST Manual, in each case, so as to reach the Company's Registrar, Equiniti (CREST participant ID: RA19) no later than 10.45 a.m. (London time) on 1 November 2019 or, if the General Meeting is adjourned, no later than 48 hours (excluding any day which is not a Business Day) before the time fixed for the adjourned General Meeting. Alternatively, Low & Bonar Shareholders who prefer to register the appointment of their proxy electronically via the Internet can do so through the Equiniti website at www.sharevote.co.uk where full instructions on the procedure are given. The Voting ID, Task ID and Shareholder Reference Number printed on the Form of Proxy will be required to use this electronic proxy appointment system. A proxy appointment made electronically will not be valid if sent to any address other than that provided or if received by Equiniti after 10.45 a.m. London time on 1 November 2019 (or, in the case of an adjourned meeting, later than 48 hours (excluding any part of a day that is not a working day) prior to the time and date set for the adjourned meeting). Please note that any electronic communication found to contain a computer virus will not be accepted. A proxy appointment sent by CREST may be treated as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001. The CREST Manual is available by logging on to www.euroclear.com.
- 8. Please indicate with an 'X' in the boxes how you wish your vote to be cast. Any proxy appointed pursuant to this Form of Proxy will vote as indicated by this Form of Proxy on the Special Resolution. Unless otherwise instructed, the person appointed as proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting on the resolution and on any other business (including amendments to the resolution and any other procedural business, including any resolution to adjourn) which may come before the General Meeting.
- 9. The 'Withheld' option on the Form of Proxy is provided to enable you to abstain on the resolution. However, a vote withheld is not a vote in law and will not be counted in the calculation of proportion of votes 'For' and 'Against' the resolution.
- 10.Only those Low & Bonar Shareholders registered in the register of members of the Company as at 6.30 p.m. (London time) on 1 November 2019 or, if the General Meeting is adjourned, as at 6.30 p.m. (London time) on the day which is two Business Days prior to the General Meeting, will be entitled to attend or vote at the General Meeting in respect of the number of Low & Bonar Shares registered in their name at that time. Changes to entries on the relevant register of members after 6.30 p.m. (London time) on 1 November 2019, or, if the General Meeting is adjourned, after 6.30 p.m. (London time) on the day which is two Business Days prior to the adjourned General Meeting, will be disregarded in determining the rights of any person to attend or vote at the General Meeting.
- 11. In the case of joint holders, only the vote of the senior holder, whether in person or by proxy, will be accepted. For this purpose seniority shall be determined by the order in which the names appear on the register in respect of the joint holding.
- 12.A Low & Bonar Shareholder which is a corporation may authorise a person or persons to act as its representative(s) at the General Meeting. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that not more than one corporate representative is appointed in respect of any one share.
- 13. Any alterations to this Form of Proxy must be initialled by the person who signs it.
- 14. Neither the death nor the insanity of an Low & Bonar Shareholder who has appointed a proxy, nor the revocation or termination by a Low & Bonar Shareholder of the appointment of a proxy (or of the authority under which the appointment was made), shall invalidate the proxy or the exercise of any of the rights of the proxy thereunder, unless notice of such death, insanity, revocation or termination shall have been received by the Company at the address specified for receipt of the Forms of Proxy not less than 48 hours before the commencement of the General Meeting or adjournment thereof.
- 15. You may not use any electronic address provided either in this Form of Proxy, in the Notice of General Meeting or in any related documents to communicate with the Company for any purposes other than those expressly stated.
- 16.If you have any questions relating to the Form of Proxy, please call Equiniti between 8.30 a.m. and 5.30 p.m. (London time) Monday to Friday (except public holidays) on 0333 207 6385 (from within the UK) or +44 (0)121 415 0954 (from outside the UK). Calls will be charged at national or international rates as the case may be. Different charges may apply to calls from mobile telephones. Please note that calls may be recorded and Equiniti cannot provide legal, tax or financial advice, or advice on the merits of the Scheme.



