

NOTICE OF AVAILABILITY

The Notice of General Meeting and Circular to which this Proxy Form relates are available on the Company's website at www.sanderson.com

NOTES TO THE FORM OF PROXY

- 1 To be valid this Form of Proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarialy certified or office copy of such power or authority, must be received by Neville Registrars at Neville House, Steelpark Road, Halesowen B62 8HD not less than 48 hours before the time of the meeting (in other words, by 11.10 a.m. on 28 August 2019) or, as the case may be, the adjourned meeting. A reply-paid envelope has been provided for this purpose for use in the United Kingdom only.
2 A Shareholder may appoint more than one proxy provided that each proxy is appointed to exercise rights attaching to different shares.
3 If you wish to appoint multiple proxies, you may: (a) photocopy this Form of Proxy, fill in each copy in respect of different shares and send the multiple forms together to: Neville Registrars, Neville House, Steelpark Road, Halesowen B62 8HD, or alternatively (b) call Neville Registrars on the number in paragraph 12 below who will then issue you with multiple proxy forms. In each case, please ensure that all of the multiple proxy forms in respect of one registered holding are sent in the same envelope if possible.
4 Subject to the following principles where more than one proxy is appointed, where this Form of Proxy does not state the number of shares to which it applies (a "blank proxy") then the proxy is deemed to have been appointed in relation to the total number of shares registered in your name (the "member's entire holding"). In the event of a conflict between a blank proxy and a proxy which does state the number of shares to which it applies (a "specific proxy"), the specific proxy shall be counted first, regardless of the time it was sent or received (on the basis that as far as possible, the conflicting forms of proxy should be judged to be in respect of different shares) and remaining shares will be apportioned to the blank proxy (pro rata if there is more than one).
5 Where there is more than one proxy appointed and the total number of shares in respect of which proxies are appointed is no greater than your entire holding, it is assumed that proxies are appointed in relation to different shares, rather than that conflicting appointments have been made in relation to the same shares.
6 If two or more valid but different instruments of proxy are received in respect of the same share for use at the same meeting or on the same poll bearing the same date, the one which is last received (regardless of its date or of the date of its execution) shall be treated as replacing and revoking the others as regards that share and if the Company is unable to determine which was the last received, none of them shall be treated as valid in respect of that share.
7 If conflicting proxies are sent or received at the same time in respect of (or deemed to be in respect of) your entire holding, none of them shall be treated as valid.
8 Where the aggregate number of shares in respect of which proxies are appointed exceeds your entire holding and it is not possible to determine the order in which they were sent or received (or they were all sent or received at the same time), the number of votes attributed to each proxy will be reduced pro rata (on the basis that as far as possible, conflicting Forms of Proxy should be judged to be in respect of different shares).
9 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 instructions, as described in the CREST Manual. The appointment must, in order to be valid, be transmitted so as to be received by Neville Registrars (CREST Participant ID 7RA11) no later than 11:10 a.m. on 28 August 2019. 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 applications host) from which Neville Registrars are 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.
10 As an alternative to completing this hard copy Form of Proxy, you can appoint a proxy electronically online at www.sharegateway.co.uk and completing the authentication requirements as set out on the Form of Proxy. For an electronic proxy appointment to be valid, your appointment must be received by Neville Registrars not less than 48 hours before the time of the meeting (in other words, by 11.10 a.m. on 28 August 2019) or, as the case may be, the adjourned meeting.
11 In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of other joint holders. For this purpose, seniority will be determined by the order in which the names stand in the Company's register of members in respect of the joint holding.
12 If you are in any doubt about completing this Form of Proxy please telephone Neville Registrars on + 44 (0) 121 585 1131. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines will be open between 9.00 a.m. to 5.00 p.m., Monday to Friday excluding public holidays in England and Wales. Different charges may apply to calls from mobile telephones. Calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Transaction nor give any financial, legal or tax advice.
13 Your proxy may exercise his/her discretion as to whether, and if so, how he/she votes in respect of any other business (including any amendment to the resolution) which may be properly conducted at the General Meeting.
14 Any alteration to this Form of Proxy should be initialled.

Please complete and return this Form of Proxy to Neville Registrars Limited using the reply paid envelope provided. If documents are posted outside the United Kingdom, please return it in an envelope to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD and pay the appropriate postage charge. Please detach the Form of Proxy below using the dotted line before submitting to Neville Registrars Limited.

Sanderson Group Plc

(Incorporated and Registered in England and Wales with Registered No. 4968444)

FORM OF PROXY

I/We _____ being (a) member(s) of the Company and entitled to vote at the General Meeting, hereby appoint

(Please only complete if appointing someone other than the Chairman of the Meeting)

[Empty box for appointing a proxy]

or failing him/her, the Chairman of the Meeting as my/our proxy, to attend, speak and vote for me/us and on my/our behalf at the General Meeting of the Company, to be held on 30 August 2019 at Sanderson House, Manor Road, Coventry, CV1 2GF at 11:10 a.m. and at any adjournment thereof.

Special Resolution

- 1 To authorise the directors to take all such action to carry the Scheme into effect and approve amendments to the articles of association

FOR AGAINST WITHHELD

Your personal proxy registration code is: **ABCD-123-EFG**

If you are planning to attend the General Meeting, please tick the following box:

Mark this box with an "X" if you are appointing more than one proxy:

Signed:

[Signature box]

Leave blank to authorise your proxy to act in relation to your full entitlement or enter the number of shares in relation to which your proxy is authorised to vote:

Date:

DD - MM - YY



>123-0



Sanderson Group Plc

Attendance Card

>123-0
Name
Address 1
Address 2
Address 3
Address 4
Address 5
Address 6

The General Meeting will start at 11:10 a.m. and is being held on 30 August 2019 at Sanderson House, Manor Road, Coventry, CV1 2GF.

If you plan to attend the General Meeting, please bring this card with you to ensure you gain entry as quickly as possible.

Please present this card at the registration desk. It will be used to show that you have the right to attend, speak and vote at the General Meeting.

NEVILLE
REGISTRARS

