

PROXY FORM



For use at the Annual General Meeting of Mpac Group plc to be held at 12 noon on Thursday 19 April 2018 at 13 Westwood Way, Westwood Business Park, Coventry CV4 8HS.

I/We, being a member(s) of Mpac Group plc, hereby appoint the Chairman of the meeting, or (see note 1)

as my/our proxy(ies) to attend, speak and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on 19 April 2018 and at every adjournment thereof.

I/We direct my/our proxy(ies) to vote on the resolutions set out in the Notice convening the Annual General Meeting as I/we have indicated by marking the appropriate box. If no indication is given, my/our proxy will vote or abstain from voting at his/her/their discretion:

RESOLUTION	VOTE FOR	VOTE AGAINST	VOTE WITHHELD
1. To receive the Annual Report and Accounts 2017			
2. To elect Mr J R Haughey as a director			
3. To re-elect Mr J L Davies as a director			
4. To re-elect Mr A Kitchingman as a director			
5. To re-elect Mr P J Moorhouse as a director			
6. To re-elect Dr A Steels as a director			
7. To approve the Remuneration report set out on pages 30 to 37 in the Annual Report and Accounts 2017			
8. To re-appoint KPMG LLP as auditors			
9. To authorise the Audit Committee to approve the remuneration of the auditor			
10. To authorise the directors to allot shares			
11. To dis-apply statutory pre-emption rights			
12. Additional authority to dis-apply statutory pre-emption rights			
13. To authorise market purchase of ordinary shares			
14. To authorise general meetings on 14 clear days' notice			

Please give, in block capitals, shareholder name(s) and address (refer to the address label on the envelope in which this proxy form was sent or share certificate or dividend payment) – include the names of joint holders if any:

Shareholder name
(and if any)

Joint holder(s) name(s)

Address

I/We authorise my/our proxy(ies) to act at his/her/their discretion in relation to any other business properly put before the meeting (including any resolution to adjourn the meeting).

Date Signature(s)

To be valid, this Proxy Form must be received by the Company's Registrar, Link Asset Services, at the address printed overleaf by no later than 12 noon on Tuesday 17 April 2018.

Notes

Please also refer to the notes on pages 93 to 97 of the Annual Report and Accounts 2017.

1. A member may appoint one or more proxies, who need not be members, to attend and on a poll to vote instead of him or her. To appoint any other person(s) as proxy(ies), the words “the Chairman of the meeting, or” should be struck out and the name(s) and address(es) of the other person(s) inserted in block letters in the space provided. A proxy may only be appointed using the procedures set out in these notes and the notes to the Notice of Meeting circulated with this form.
2. The manner in which the proxy(ies) is/are to vote should be indicated by marking either “Vote for” or “Vote against” or “Vote withheld”; if none is marked, the proxy(ies) will vote or abstain at his/her/their discretion. It should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of the votes “For” and “Against” a resolution.
3. To be valid, a proxy form must be received by post or (during business hours only) by hand at the offices of the Company’s Registrar, Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, no later than 12 noon on Tuesday 17 April 2018 (or if the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting).
4. In the case of a Corporation, the form of proxy should be given under its common seal or under the hand of an officer or attorney duly authorised in writing. The power of attorney or a duly certified copy thereof must be deposited with the form of proxy with the Company’s Registrar within the period stated above.
5. In the case of a joint shareholding, the vote of the first named holder shown in the register of members, whether tendered in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
6. Entitlement to attend and vote at the meeting, and the number of votes which may be cast at the meeting, will be determined by reference to the Company’s register of members as at close of business on Tuesday 17 April 2018 or, if the meeting is adjourned, close of business on the day which is two days prior to the adjourned meeting. In each case, changes to the register of members after such time will be disregarded.
7. Unless you give specific instruction on how to vote on a particular resolution, your proxy may vote as he or she thinks fit on any motion to amend a resolution or to adjourn the meeting, or on any other resolution proposed at the meeting.
8. Any amendments to this form of proxy must be initialled.
9. All enquiries concerning this form should be directed to the Company’s Registrar.