



## ATTENDANCE CARD BREEDON GROUP PLC - GENERAL MEETING

You may submit your proxy electronically using the Share Portal service at <https://www.breedonshares.com>. If not already registered for the Share Portal, you will need your Investor Code.

### Notice of General Meeting

IMPORTANT – PLEASE READ CAREFULLY

You should have received a paper copy of the Scheme Document or a Web Notification Letter directing you to a electronic copy of the Scheme Document alongside this proxy form. If you did not receive a paper copy or a Web Notification Letter please contact Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL. Telephone 0371 664 0300 for calls within the UK and +44 (0) 371 664 0300 for calls from outside the UK. 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. We are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales.

You can also access the Scheme Document by visiting this website: [www.breedongroup.com/aim-to-main](http://www.breedongroup.com/aim-to-main)

**Please note the deadline for receiving proxies is 2:30 p.m. (or, in the case of an adjourned meeting, not less than 48 hours (excluding any part of such 48-hour period falling on a non-working day) on 24 April 2023.**

Barcode:

Investor Code:

To be held at: 2:30 p.m. (or, if later, as soon as the Court Meeting of the Company to be held shortly before the General Meeting has been concluded or adjourned) on 26 April 2023 at Pinnacle House, Breedon on the Hill, DE73 8AP. If you wish to attend this meeting in your capacity as a holder of Breedon Shares, please sign this card and on arrival hand it to the Company's registrars. This will facilitate entry to the meeting.

Signature of person attending

## FORM OF PROXY BREEDON GROUP PLC - GENERAL MEETING

Barcode:

Investor Code:

Event:

I/We being a member of the Company hereby appoint the Chairman of the meeting or (see note 5 overleaf)

Name of proxy

Number of shares proxy appointed over

as my/our proxy to vote on my/our behalf at the General Meeting of the Company to be held at Pinnacle House, Breedon on the Hill, DE73 8AP at 2:30 p.m. on 26 April 2023 and at any adjournment thereof. I have indicated with a 'X' how I/we wish my/our votes to be cast on the following resolution: If you wish to appoint multiple proxies please see note 4 overleaf. Please also tick here if you are appointing more than one proxy.

### SPECIAL RESOLUTION

Please mark 'X' to indicate how you wish to vote

	For	Against	Vote Withheld
1. To:	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
a) authorise the directors of Breedon Group plc to take all necessary or appropriate action to carry the Scheme into effect;			
b) to amend the articles of association of Breedon Group plc, as set out in the Notice of General Meeting; and			
c) subject to and conditional upon the Scheme becoming effective, approve the re-registration of Breedon Group plc as a private company with the name Breedon Group Limited.			

Signature

Date

You may submit your proxy electronically at <https://www.breedonshares.com/>

## Notes

- All members are entitled to attend and vote at the meeting, whether or not they have returned a form of proxy.
  - Full details of the special resolution to be proposed at the General Meeting, with explanatory notes, are set out in the notice of the General Meeting which is set out in Part 8 to the Scheme Document. Terms defined in the Scheme Document shall apply in this Form of Proxy unless the context otherwise requires.
  - The resolution will be proposed as a special resolution. For the resolution to pass, at least two-thirds of the votes cast must be in favour of the resolution.
  - Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see over). If the proxy is being appointed in relation to less than your full voting entitlement, please enter 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).
  - To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate 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.
  - In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first named being the most senior).
  - To be valid, this Form of Proxy (together with any power of attorney or authority under which it is signed, or a duly certified copy thereof) must be received by hand (during normal business hours) or courier only at the offices of the Company's Registrars, Link Group, PXS1, Central Square, 29 Wellington Street, Leeds LS1 4DL, or in accordance with the details printed on the reply paid envelope provided, not later than 2:30 p.m. on 24 April 2023 (or, in the case of an adjourned meeting, not less than 48 hours (excluding any part of such 48-hour period falling on a non-working day) prior to the time and date fixed for such adjourned meeting). Alternatively, you can submit your proxy electronically at <https://www.breedonshares.com> using your investor code and following the online instructions. To be valid, electronic proxy appointments must be received not later than 2:30 p.m. on 24 April 2023 (or, in the case of an adjourned meeting, not less than 48 (excluding any part of such 48-hour period falling on a non-working day) prior to the time and date fixed for such adjourned meeting). If you hold your shares in uncertificated form (that is, in CREST) you will be able to vote using the CREST electronic proxy appointment service. To be valid, proxies submitted via CREST must be received not later than 2:30 p.m. on 24 April 2023 (or, in the case of an adjourned meeting, not less than 48 hours (excluding any part of such 48-hour period falling on a non-working day) prior to the time and date fixed for such adjourned meeting).
  - Unless otherwise indicated on the Form of Proxy, CREST voting or any other electronic voting channel instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.
  - If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence.
  - Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder, provided that they do not do so in relation to the same shares.
  - The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communication from the Company ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
  - During the meeting there will be an opportunity for shareholders, proxies or corporate representatives to ask questions relevant to the business of the meeting.
  - The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution. However, 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.
  - Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 6:30 p.m. on the day which is two days before the date of the General Meeting or adjourned meeting (as the case may be) (excluding any part of such 2-day period falling on a non-working day). Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
  - Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual. Shareholders wishing to vote online should visit <https://www.breedonshares.com> and follow the instructions.
16. Link Group, the company's registrar, has launched a shareholder app: LinkVote+. It's free to download and use and gives shareholders the ability to access their shareholding record at any time and allows users to submit a proxy appointment quickly and easily online rather than through the post. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.
- Apple App Store
- 
- GooglePlay
- 
17. If you are an institutional investor you may also be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to [www.proximity.io](http://www.proximity.io).
- Your proxy must be lodged by 2:30 p.m. on 24 April 2023 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours (excluding any part of such 48-hour period falling on a non-working day) before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proximity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.
- The completion and return of this form will not preclude a member from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
  - This Form of Proxy must arrive at Link Group, PXS1, Central Square, 29 Wellington Street, Leeds LS1 4DL during usual business hours accompanied by any power of attorney under which it is executed (if applicable) no later than 2:30 p.m. on 24 April 2023 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours (excluding any part of such 48-hour period falling on a non-working day) before the time of the adjourned meeting.
  - If you prefer, you may return the proxy form to the Registrar in an envelope addressed to FREEPOST PXS.