



FDM Group (Holdings) plc (the "Company")

Annual General Meeting 2021 - Form of Proxy

You may complete an online form of proxy instead of using this form by logging onto your Signal Shares account at www.signalshares.com. If you have not previously registered for a Signal Shares account you can do so by using your investor code ("IVC"), which you will find on your share certificate, or you can obtain from our registrar, Link Group, by contacting them using the details set out in note 9 on page 2.

Name	
Address	

I/We being a member/members of the Company hereby appoint the chair of the meeting/the following person (see note 2):

Name and address of proxy	
Number of ordinary shares appointed over (if less than total holding)	

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote on my/our behalf at the Annual General Meeting ("AGM") of the Company to be held at 10.30 am on Wednesday 28 April 2021 or at any adjournment of the AGM. I/We have indicated with a "X" how I/we wish my/our votes to be cast on the resolutions set out below and I/we direct that my/our proxy will vote (or abstain from voting) as he thinks fit for me/us and on my/our behalf on any other matter which may properly come before the AGM or any adjournment of it.

Note: Please refer to the COVID-19 section in the Chairman's letter on page 2 of the Notice of AGM. As long as the current restrictions on gatherings remain in force, no shareholders or proxies, other than the two individuals which the Board will designate (within the rules) as being necessary to form a quorum, will be admitted to the AGM. You should appoint the chair of the meeting as your proxy to ensure that your vote is counted. Any other proxy will not be allowed to attend the AGM unless it is for the purpose of forming the quorum.

Please mark "X" here if this proxy appointment is one of multiple appointments being made (see note 2(c)):

ORDINARY RESOLUTIONS (Please mark "X" to indicate how you wish to vote)		For	Against	Vote Withheld
1	Receive the Company's Annual Report & Accounts for the year ended 31 December 2020 together with the reports of the Directors and auditors			
2	Approve the Directors' Remuneration Policy			
3	Approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy) for the year ended 31 December 2020			
4	Declare a final ordinary dividend for the year ended 31 December 2020 of 15.0 pence for each ordinary share in the capital of the Company			
5	Approve the amendments to the rules of the FDM 2014 Performance Share Plan			
6	Approve the rules of the FDM Buy-As-You-Earn Plan ("BAYE") and authorise the Directors to adopt the BAYE			
7	Re-elect Andrew Brown as a Director of the Company			
8	Re-elect Rod Flavell as a Director of the Company			
9	Re-elect Sheila Flavell as a Director of the Company			
10	Re-elect Michael McLaren as a Director of the Company			
11	Re-elect Alan Kinnear as a Director of the Company			
12	Re-elect David Lister as a Director of the Company			
13	Re-elect Jacqueline de Rojas as a Director of the Company			
14	Re-elect Michelle Senecal de Fonseca as a Director of the Company			
15	Re-elect Peter Whiting as a Director of the Company			
16	Re-appoint PricewaterhouseCoopers LLP as the Company's auditors			
17	Authorise the Directors to agree the auditors' remuneration			
18	Authorise the Directors to allot securities pursuant to section 551 of the Companies Act 2006 (the "Act")			

(Continued on the next page)



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SPECIAL RESOLUTIONS (Please mark "X" to indicate how you wish to vote)		For	Against	Vote Withheld
19	Disapply pre-emption rights pursuant to section 570 of the Act			
20	Disapply pre-emption rights pursuant to section 570 of the Act in additional limited circumstances			
21	Authorise the Company to make market purchases of its own shares pursuant to section 701 of the Act			
22	That a general meeting (other than an annual general meeting) may be called on not less than 14 clear days' notice			

Signature: _____ Date: _____

Notes on the Form of Proxy

1. You are entitled to appoint a proxy to exercise all or any of your rights to attend and to speak and vote on your behalf at the meeting. A proxy need not be a shareholder of the Company.
2. You may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. The following options are available:
 - (a) To appoint the chair of the meeting as your sole proxy in respect of all your shares, simply fill in any voting instructions in the appropriate box and sign and date the Form of Proxy.
 - (b) To appoint a person other than the chair as your sole proxy in respect of all your shares, delete the words "the chair of the meeting" and insert the name and address of your proxy in the spaces provided. Then fill in any voting instructions in the appropriate box and sign and date the Form of Proxy.
 - (c) To appoint more than one proxy, you may copy or print multiple copies of 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 by marking "X" in the box provided if the proxy instruction is one of multiple instructions being given. If you wish to appoint the chair of the meeting as one of your multiple proxies, simply write "the chair of the meeting". All forms must be signed and should be returned together in the same envelope.
4. In case of joint shareholders, where more than one of the joint shareholders purports to appoint a proxy, only the appointment by the most senior holder will be accepted.
5. A corporation must execute the Form of Proxy under either its common seal or the hand of a duly authorised officer or attorney. A corporation may appoint more than one corporate representative. Any power of attorney or other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.
6. The "Vote Withheld" option is to enable you to abstain on any particular resolution. Such a vote is not a vote in law and will not be counted in the votes "For" and "Against" a resolution.
7. Shares held in uncertified form may be voted through the CREST Proxy Voting Service or Proxymity platform, in accordance with the procedures set out in the CREST Manual or the Proxymity rules (as applicable) and in the Notice of AGM. Shareholders wishing to vote online should visit www.signalshares.com and follow the instructions.
8. Completion and return of the Form of Proxy will not preclude you from attending and voting in person at the Meeting if you subsequently decide to do so (although please see the notes above and the Chairman's letter accompanying the Notice of AGM).
9. If you need help with voting by proxy or completing this Form of Proxy, please contact our Registrars, Link Group, on 0371 664 0300. 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. This phone service is available from 0900 to 1730, Monday to Friday excluding public holidays in England and Wales. Alternatively you can email Link Group at enquiries@linkgroup.co.uk.

If you sign this Form of Proxy and return it with no name inserted in the box, the chair of the meeting will be deemed to be your proxy.

Please note that as long as the current restrictions on gatherings remain in force, no shareholders or proxies, other than the chair of the meeting and an additional employee shareholder, will be admitted to the AGM. If you wish to appoint a proxy, you are strongly encouraged to appoint the chair of the meeting to ensure that your vote is counted. Please refer to the Coronavirus update section in the Chairman's letter on page 2 of the Notice of AGM for further details.

3. Unless otherwise indicated the proxy will vote as he/she thinks fit or, at his/ her discretion, abstain from voting.

Returning your Form of Proxy

You should return your Form of Proxy in an envelope to Link Group at 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL.

In order to be valid, you must print your name and address at the top of the Form of Proxy, and you must sign and date the form at the bottom. Your Form of Proxy must be received by the Company's registrars, Link Group, by no later than 10.30 a.m. on Monday 26 April 2021.