

# ATTENDANCE CARD

## FDM GROUP (HOLDINGS) PLC - ANNUAL GENERAL MEETING 2018

The annual general meeting (the "AGM") of FDM Group (Holdings) plc ("the Company") will be held at the offices of Taylor Wessing LLP, 5 New Street Square, London EC4A 3TW, on Thursday 26 April 2018 at 10.30am.

If you wish to attend this meeting in your capacity as a holder of ordinary shares, please sign this card and on arrival hand it to a representative of the Company's registrars. This will facilitate entry to the AGM.

Signature of person attending

Bar Code:

Investor Code:

You should have received a paper copy of the 2017 Annual Report and Notice of AGM.

You can also access the 2017 Annual Report and Notice of AGM by visiting this website: [www.fdmgroup.com](http://www.fdmgroup.com)

**Please note the deadline for receiving proxies is 10.30am on Tuesday 24 April 2018.**

If you are not planning on attending the meeting in person, you may appoint a proxy to attend and vote on your behalf by completing and returning the proxy form attached below to the Company's registrars, Link Asset Services, in the pre-paid envelope enclosed. Sending a proxy form will not prevent you from attending the AGM in person and voting yourself if you subsequently decide to do so. Instructions for completing the proxy form are set out on the reverse.

## FDM GROUP (HOLDINGS) PLC - ANNUAL GENERAL MEETING 2018 FORM OF PROXY

I/We being (a) member(s) of the Company hereby appoint the Chairman of the meeting or (see note 3 overleaf)

Bar Code:

Investor Code:

Event Code:

Name of proxy

Number of shares if less than total holding

as my/our proxy to vote on my/our behalf at the AGM of the Company to be held on Thursday 26 April 2018 at 10.30am and at any adjournment thereof. The proxy is instructed to vote on the Resolutions as indicated below.

Please mark 'X' here if this appointment is one of multiple appointments being made.

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

### ORDINARY RESOLUTIONS

	For	Against	Vote Withheld
1. Receive the Company's Annual Report and Accounts for the year ended 31 December 2017 together with the reports of the directors and auditors.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
2. Approve the Directors' Remuneration Policy.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
3. Approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy) for the year ended 31 December 2017.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
4. Declare a final ordinary dividend for the year ended 31 December 2017 of 14.0 pence for each ordinary share in the capital of the Company.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
5. Re-elect Andrew Brown as a director of the Company.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
6. Re-elect Rod Flavell as a director of the Company.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
7. Re-elect Sheila Flavell as a director of the Company.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
8. Re-elect Michael McLaren as a director of the Company.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
9. Re-elect Ivan Martin as a director of the Company.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
10. Re-elect David Lister as a director of the Company.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
11. Re-elect Michelle Senecal de Fonseca as a director of the Company.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

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

	For	Against	Vote Withheld
12. Re-elect Robin Taylor as a director of the Company.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
13. Re-elect Peter Whiting as a director of the Company.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
14. Re-appoint PricewaterhouseCoopers LLP as the Company's auditors.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
15. Authorise the directors to agree the remuneration of the auditors.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
16. Authorise the directors to allot securities pursuant to section 551 of the Companies Act 2006 (the "Act").	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

### SPECIAL RESOLUTIONS

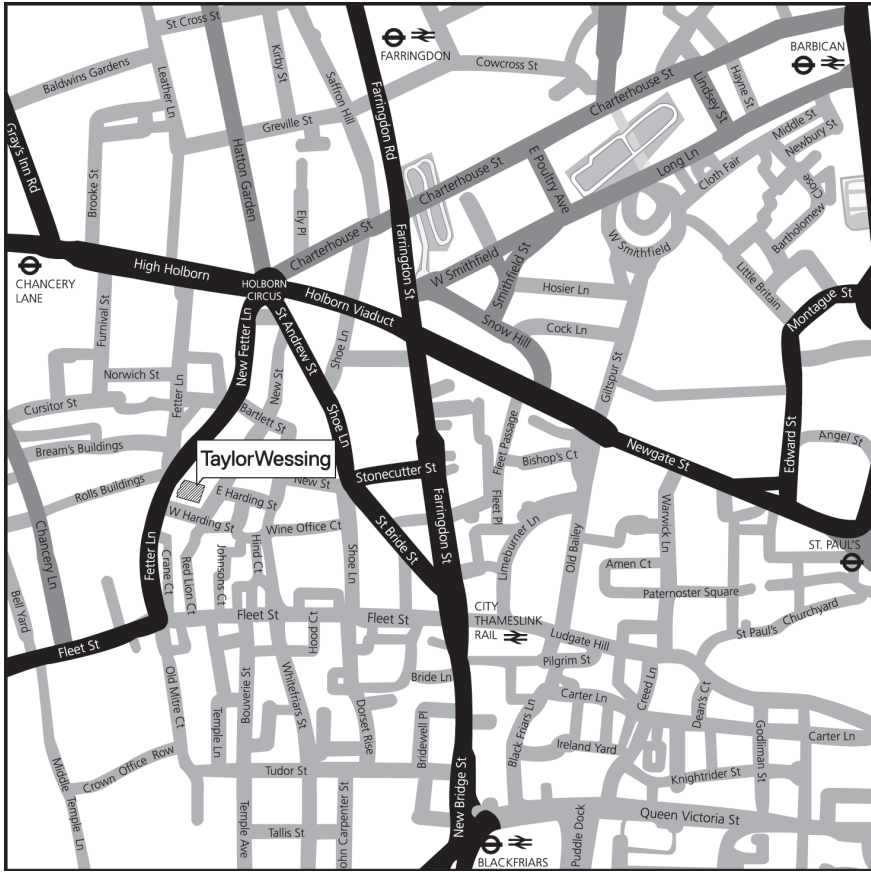
17. Disapply pre-emption rights pursuant to section 570 of the Act.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
18. Disapply pre-emption rights pursuant to section 570 of the Act in additional limited circumstances.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
19. Authorise the Company to make market purchases of its own shares pursuant to section 701 of the Act.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
20. That a general meeting (other than an AGM) may be called on not less than 14 clear days' notice.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

Signature

Date

# FDM Group (Holdings) PLC

The AGM will be held at the offices of Taylor Wessing LLP, 5 New Street Square, London EC4A 3TW.



## Travel Directions

### By foot:

5 New Street Square is located off New Fetter Lane. New Fetter Lane runs between Fleet Street and High Holborn.

### By public transport:

5 New Street Square's closest underground station is Chancery Lane (Central Line) which is a 6 minute walk. The closest overground station is City Thameslink which is approximately a 10 minute walk.

### Local buses:

From **Paddington Station** take bus **23** towards to Royal Courts of Justice (1 hour)

From **Euston Station** take either bus **59, 68, 168** bus to Holborn Station (35 minutes)

From **Kings Cross Station** take bus **63** to Fleet Street/City Thameslink (25 minutes)

From **Victoria station** take bus **11** to Ludgate Circus (40 minutes)

### Car Parking:

The nearest car park is Saffron Hill NCP, St Cross Street, London EC1N 8XA and costs £18 for up to two hours.

### By air:

**Heathrow airport** connects to central London by the Heathrow Express to Paddington station or the underground. From Paddington Station take the Bakerloo line to Oxford Circus and then the Central line to Chancery Lane.

**Gatwick airport** connects to central London by the Gatwick Express to Victoria station. Take the Victoria line to Oxford Circus and then the Central line to Chancery Lane.

**Stansted airport** connects to central London by the Stansted Express to Liverpool Street station. From Liverpool Street take the Circle line to Chancery lane.

## Notes

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. To appoint more than one proxy, you should contact the Company's registrars, Link Asset Services, on 0871 664 0300. Calls cost 12p per minute plus your phone company's access charge. If you are outside the United Kingdom, please call +44 371 664 0300. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 9.00 am – 5.30 pm, Monday to Friday excluding public holidays in England and Wales.
3. To appoint a person other than the Chairman of the meeting as a proxy, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy.
4. To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
5. A vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes for and against a resolution.
6. To be valid, this proxy form (together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority) must be received by post, by hand or by courier by the Company's registrars, Link Asset Services, at 34 Beckenham Road, Beckenham, Kent BR3 4TU by 10.30am on Tuesday 24 April 2018.
7. The return of a completed proxy form or any CREST Proxy Instruction (as described in note 12 below) will not prevent a shareholder attending the meeting and voting in person if he or she wishes to do so.
8. In the case of a shareholder which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
9. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
10. 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).
11. Only those shareholders entered on the register of members of the Company at close of business on 24 April 2018 or, in the event that the meeting is adjourned, in the register of members of the Company at close of business on the day two business days before the date of any adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at that time. Changes to the entries on the register of members after this time shall be disregarded in determining the rights of any person to attend and vote at the meeting or any adjourned meeting.
12. If you are a CREST member and you wish to appoint a proxy or proxies through the CREST electronic proxy appointment service, details of how to do so are set out in the Notice of AGM.