

WILMCOTE HOLDINGS PLC**(the "Company")****Form of Proxy for use by members of Wilmcote Holdings plc at the Annual General Meeting to be held at 11.00 a.m. on Thursday, 12 December 2019**

I/We being a member/members of the above-named Company, hereby appoint the following

person(s):

or, failing whom, the Chairman of the Meeting as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held at 11.00 a.m. on Thursday, 12 December 2019 at the offices of Travers Smith LLP, 10 Snow Hill, London EC1A 2AL (or at any adjournment thereof). I/We direct that my/our proxy will vote (or abstain from voting) on the resolutions set out in the Notice of Annual General Meeting as indicated below:

Please tick here if this proxy appointment is one of multiple appointments being made ☐

For the appointment of more than one proxy, please refer to Note 2. If you make any amendment to your proxy vote it must be initialled before being returned to Link Asset Services.

Resolutions	For	Against	Vote withheld
1. To approve the continuation of the Company's Investment Policy in the form of the New Investment Policy set out in the Company circular dated 25 November 2019			
2. To receive and adopt the Company's annual report and financial statements for the period ended 30 June 2019 together with the Directors' report and the independent auditors' report thereon			
3. To re-elect James Corsellis as a Director			
4. To appoint PricewaterhouseCoopers LLP as auditor to the Company			
5. To authorise the Directors to fix the auditor's remuneration			
6. To authorise the Directors to allot Shares in accordance with Article 7(b)(1) of the Company's Articles of Association			
7. To authorise the Directors to allot Shares pursuant to the Open Offer in accordance with Article 7(b)(1) of the Company's Articles of Association			
8. To dis-apply pre-emption rights under the Company's Articles of Association in connection with an allotment of Shares pursuant to the authorities conferred by Resolutions 6 and/or 7			

The resolutions above are summaries of the full resolutions. Please refer to the notice calling the Annual General Meeting for the full text of the resolutions.

Please note that a "vote withheld" is not a vote in law and will not be counted in the calculation of the votes cast for and against the resolution, but will be counted in determining whether or not the Annual General Meeting is quorate.

PLEASE COMPLETE THE DETAILS BELOW IN BLOCK CAPITALS AND SIGN AND DATE WHERE INDICATED

Signature of shareholder or common seal/signature of duly authorised officer of corporate shareholder *Note: If joint shareholders, only one joint holder need sign.*

Signed

Print Registered Name Date

(and if signing for a corporate shareholder state company name and your capacity (e.g. director/attorney))

Please return this Form of Proxy to Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU so as to arrive by 11.00 a.m. on 10 December 2019. Alternatively, if you hold your shares in uncertificated form, you may appoint a proxy using the CREST electronic proxy appointment service, details of which are set out in the accompanying Notice of Annual General Meeting.

Notes:

1. A proxy need not be a member of the Company but must attend the Meeting to represent you. You may appoint as your proxy person(s) of your own choice by inserting their full name in the space provided. If no name is inserted in the space provided the Chairman will be deemed appointed as the proxy. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which he is 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).
2. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrars' helpline on +44 (0) 371 664 0300. You may not appoint more than one proxy to exercise rights attached to any one share. Calls outside the United Kingdom will be charged at the applicable international rate. Link are open between 9.00am - 5.30pm, Monday to Friday excluding public holidays in England and Wales. Or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided 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.
3. 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 as at close of business on 10 December 2019. 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.
4. Please indicate with a cross in the appropriate box how you wish your votes to be cast. In the absence of any specific direction, the proxy will vote (or abstain from voting) at his or her discretion. On any other business which properly comes before the Annual General Meeting (including any motion to amend any resolution or to adjourn the meeting) the proxy will vote or abstain at his or her discretion. If you wish your proxy to make any comments on your behalf, you will need to give them the relevant instructions directly.
5. To change your proxy instructions simply submit a new proxy appointment using the method set out above. Note that the deadline for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant deadline will be disregarded. Where you have appointed a proxy using the hard copy form and would like to change the instructions and require another hard copy proxy for this purpose, please contact the Company's registrars at the address set out above.
6. To be valid, this Form of Proxy and the power of attorney of other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be received by Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU by not later than 11.00 a.m. on 10 December 2019.
7. Completion and return of this Form of Proxy will not preclude you from attending and voting at the Annual General Meeting. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
8. In the case of a corporate shareholder, this Form of Proxy should be signed by a duly authorised officer or attorney.
9. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence (regardless of the date of its making or transmission). In the case of joint holders, the vote of the first-named in the register of members of the Company will be accepted to the exclusion of that of other joint holders.
10. In order to revoke a proxy instruction you will need to inform the Company by using one of the following methods:
 - (a) By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU.
 - (b) In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
 - (c) In either case, the revocation notice must be received by Link Asset Services at least 48 hours before the time fixed for holding the AGM.
 - (d) If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to paragraph 5 above, your proxy appointment will remain valid.