

# FORM OF PROXY

## MICHELMERSH BRICK HOLDINGS PLC

(the “Company”)

I/We .....

of .....

being (a) member(s) of the Company hereby appoint the chairman of the meeting in respect of all of my/our ..... Ordinary Shares of 20 pence each in the capital of the Company (see note 3) as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at Freshfield Lane, Danehill, Haywards Heath RH17 7HH at 10.30 a.m. on 18 June 2020 and at every adjournment thereof. I/We request such proxy to vote on the following resolutions as indicated below (see note 2):

Ordinary Resolutions	For	Against	Withheld
1. To consider the Company's accounts for the year ended 31 December 2019.			
2. To reappoint Stephen Morgan as a director.			
3. To reappoint Peter Sharp as a director.			
4. To reappoint Nexia Smith & Williamson LLP as auditors of the Company and authorise the directors to fix their remuneration.			
5. To empower the directors to allot equity securities, subject to certain limitations.			
Special Resolutions			
6. To disapply statutory pre-emption rights.			
7. To authorise the Company to make market purchases, subject to various conditions.			

Names of joint holders (if any).....

Dated .....2020

Signature .....

- Notes:**
- To be entitled to vote at the meeting or any adjournment (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members by 6.30 p.m. on Tuesday, 16 June 2020. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to vote at the meeting.
  - Please indicate with an 'X' in the appropriate boxes how you wish the proxy to vote. The proxy will exercise his discretion as to whether, and if so how, he will vote (i) on the resolutions referred to above if no instruction is given in respect of that resolution; and (ii) on any business or resolution considered at the meeting other than the resolutions referred to above. The 'Withheld' option is provided to enable you to abstain on any resolution. However, 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.
  - Members are entitled to appoint a proxy to exercise all or any of their rights to vote on their behalf at the meeting. In order to submit a vote at the AGM during these unprecedented times members must appoint the chairman of the meeting as a proxy to vote on their behalf. If you do not indicate clearly on the proxy form as to how you wish the chairman of the meeting to vote, the chairman will use his discretion in relation to the resolution being put before the meeting.
  - To be effective, the relevant Form of Proxy must be completed and lodged with the Company's Registrars, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA no later than 10.30 a.m. on Tuesday 16 June 2020.
  - In the case of joint holders only one need sign this form, but the names of the other joint holders should be shown in the space provided. The vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. Seniority will be determined by the order in which the names of the holders appear in the register of members in respect of the joint holding.
  - If you prefer, you may return the proxy form to the Registrar in an envelope addressed to FREEPOST RTHJ-CLLL-KBKU, Equiniti, Aspect House, Spencer Road, Lancing BN99 8LU. Please note that delivery using this service can take up to 5 business days.



Freeport RTHJ-CLLL-KBKU  
Equiniti  
Aspect House  
Spencer Road  
LANCING  
BN99 8LU