



ATTENDANCE CARD BREEDON GROUP PLC — COURT MEETING

ATTENDANCE CARD

By an Order dated 27 March 2023 (the “Court Order”) made in the matter of Breedon Group plc (the “Company”) and the Companies (Jersey) Law 1991, as amended (the “Law”), the Royal Court of Jersey (the “Court”) has directed the Company to convene a meeting of the holders of the Scheme Shares (as defined in the scheme circular of the Company dated 29 March 2023 (the “Scheme Document”)) (the “Scheme Shareholders”) for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement pursuant to Part 18A of the Law (the “Scheme”) proposed to be made between the Company and Scheme Shareholders and that such meeting shall be held at 2:15 p.m. (or, if later, as soon as the Annual General Meeting of the Company to be held shortly before the Court Meeting has been concluded or adjourned) on 26 April 2023 Pinnacle House, Breedon on the Hill, DE73 8AP (the “Court Meeting”) at which place and time all Scheme Shareholders are requested to attend either by person or by proxy.

Barcode:

Investor Code:

If you wish to attend the Court Meeting in your capacity as a Scheme Shareholder or as a proxy, please sign and bring this card with you when you come to the Court Meeting and on arrival hand it to the registrars of Breedon Group plc. This will facilitate entry to the Court Meeting. You are advised to arrive at least 15 minutes before the start of the meeting to allow time for registration.

Signature of person attending

Breedon Group plc
Form of Proxy for the Court Meeting
In the Royal Court of Jersey;
In the matter of Breedon Group plc (“the Company”) and in the matter of the Part 18A of the
Companies (Jersey) Law 1991, as amended
to be held at Pinnacle House, Breedon on the Hill, DE73 8AP on 26 April 2023

Barcode:

Investor Code:

Event:

Please read carefully the notice of the Court Meeting contained in Part 7 to the Scheme Document and the explanatory notes above and overleaf before completing this form. For use by Scheme Shareholders entitled to vote at the Court Meeting.

I/We, the undersigned, being (a) member(s) of Breedon Group plc entitled to attend, speak and vote at the Court Meeting, hereby appoint the following person as my/our proxy to attend, speak and vote for me/us on my/our behalf over the following number of Scheme Shares:

NB: DELETE “CHAIRMAN” AND ENTER THE NAME OF YOUR CHOICE IN BLOCK CAPITALS UNDER “NAME OF PROXY” TO APPOINT SOMEONE OTHER THAN THE CHAIRMAN AS YOUR PROXY. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. LEAVE “NUMBER OF SCHEME SHARES” BLANK TO VOTE ALL OF YOUR SHARES.

Name of Proxy: CHAIRMAN

Number of Scheme Shares

at the Court Meeting to be held at 2:15 p.m. (or, if later, as soon as the Annual General Meeting of the Company to be held shortly before the Court Meeting has been concluded or adjourned) on 26 April 2023 at Pinnacle House, Breedon on the Hill, DE73 8AP for the purposes of considering and, if thought fit, approving (with or without modification) the proposed Scheme referred to in the notice convening the Court Meeting contained in Part 7 to the Scheme Document, or any adjournment thereof. The proxy is to vote for the Scheme (with or without modification, as my/our proxy may approve) or against the Scheme as instructed below.

Tick box if one of multiple proxy appointments.

For the appointment of more than one proxy, please refer to explanatory notes 1, 2 and 4 (overleaf).

IMPORTANT: If you wish to vote for the Scheme, sign your name in the box marked “FOR the Scheme”. If you wish to vote against the Scheme, sign your name in the box marked “AGAINST the Scheme”. Only insert your signature once. If you sign both boxes, or if you do not sign in either box then this blue Form of Proxy will be invalid. Joint shareholders should refer to note 12 overleaf.

FOR the Scheme

AGAINST the Scheme

Signed

Signed

Dated this day of 2023

If signing on behalf of a company, please enter the company name below in block letters and state your official capacity. For and on behalf of:


Company Name:

Official Capacity:


EXPLANATORY NOTES

1. Full details of the resolution to be proposed at the Court Meeting are set out in the notice of Court Meeting (such notice being contained in Part 7 of the Scheme Document). Before completing this blue Form of Proxy, please also read "Action to be Taken" set out in the Scheme Document.
 2. Scheme Shareholders entitled to attend, speak and vote at the Court Meeting may vote in person at the Court Meeting or they may appoint one or more proxies as their proxy to attend, speak and vote in their place. A proxy need not be a member of the Company but must attend the Court Meeting in person. The Form of Proxy gives your prox(y)(ies) full rights to attend, speak and vote.
 3. Lodging a blue Form of Proxy will not prevent the Scheme Shareholder from attending and voting at the Court Meeting or any adjournment thereof. The Company will give effect to the intention of Scheme Shareholders and include votes wherever and to the fullest extent possible. Any amendments you make to this blue Form of Proxy must be initialled by you.
 4. Please sign in the boxes to show how you wish your vote to be cast. Unless otherwise instructed, the person appointed as proxy will exercise his/her discretion as to how he/she votes on any other business which may come before the Court Meeting.
 5. To be valid, this blue 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 2:15 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). However, if the form is not returned in this way, it may be handed by you or on your behalf to Link Group (on behalf of the Chairman at the Court Meeting), or to the Chairman of the Court Meeting before the start of the Court Meeting or, if the Court Meeting is adjourned, before the start of that adjourned meeting, and it will still be valid. 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 2:15 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). 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 2:15 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).
 6. All eligible members are entitled to attend and vote at the meeting, whether or not they have returned a form of proxy.
 7. Scheme Shareholders are entitled to appoint a proxy in respect of some or all of their Scheme Shares. Scheme Shareholders are also entitled to appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by such holder. If you wish to appoint more than one proxy please also indicate by ticking the box provided if the proxy is one of multiple instructions being given.
 8. If you wish to appoint more than one proxy, you may photocopy this blue Form of Proxy or call Link Group on the number in note 13 below who will then issue you with multiple forms of proxy. Please fill in the name of the proxy (if not the Chairman) and the number of shares in respect of which the proxy is appointed and send the multiple forms together via one of the methods outlined at note 5 above. Please ensure that all of the multiple forms of proxy in respect of one registered holding are sent in the same envelope if possible.
 9. 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



Google Play


 10. 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. Your proxy must be lodged by 2:15 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.
 11. A space has been included in this blue Form of Proxy to allow Scheme Shareholders to specify the number of Scheme Shares in respect of which that proxy has been appointed. Scheme Shareholders who return this blue Form of Proxy duly executed but leave this space blank or specify a number of Scheme Shares in excess of those held by the Scheme Shareholder at the time referred to below will be deemed to have appointed the proxy in respect of all of their Scheme Shares (the "member's entire holding").
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12. Where there is more than one proxy appointed and the total number of shares in respect of which proxies are appointed is no greater than the member's entire holding, it is assumed that proxies are appointed in relation to different shares, rather than that conflicting appointments have been made in relation to the same shares. There is only assumed to be a conflict where the aggregate number of shares in respect of which proxies have been appointed exceeds the member's entire holding.
 13. 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. Proxies in the same envelope will be treated as sent and received at the same time, to minimise the number of conflicting proxies.
 14. If conflicting proxies are sent or received at the same time or if the Company is unable to determine which was sent or received last in respect of (or deemed to be in respect of) an entire holding, none of them shall be treated as valid.
 15. If a member appoints a proxy or proxies and then decides to attend the Court Meeting in person and vote on a poll using his poll card, then the vote in person will override the proxy vote(s). If the vote in person is in respect of the member's entire holding then all proxy votes will be disregarded. If, however, the member votes at the meeting in respect of less than the member's entire holding, and the member indicates on his polling card that all proxies are to be disregarded, that shall be the case; but if the member does not specifically revoke proxies, then the vote in person will be treated in the same way as if it were the last received proxy and earlier proxies will only be disregarded to the extent that to count them would result in the number of votes being cast exceeding the member's entire holding.
 16. Entitlement to attend and vote at the Court Meeting or any adjournment thereof and the number of votes which may be cast thereat shall 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 Court Meeting or adjourned meeting (as the case may be) (excluding any part of such 2-day period falling on a non-working day). In each case, changes to the register of members of the Company after such time shall be disregarded. Voting at the Court Meeting will be conducted as a poll rather than show of hands.
 17. If this blue Form of Proxy is signed by someone else on behalf of the shareholder, their authority to sign must be returned with this blue Form of Proxy.
 18. As an alternative to appointing a proxy, any Scheme Shareholder which is a company (a corporation) and which wishes to be represented at the meeting by a corporate representative with authority to speak, vote on a show of hands and vote on a poll (a corporate representative) must appoint such a person by resolution of its directors. A corporate representative has the same powers on behalf of the corporation he/she represents as that corporation could exercise if it were an individual member of the Company.
 19. 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.
 20. 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).
 21. If you have any questions relating to completion and return of your blue Form of Proxy, please telephone the Company's registrars, Link Group between 9.00 a.m. to 5.30 p.m. (London time) Monday to Friday (except public holidays in England and Wales) on 0371 664 0300 for calls within the UK and +44 (0) 371 664 0300 for calls from outside the UK. Calls will be charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Please note that the helpline operators cannot provide advice on the merits of the Scheme or give financial, tax, investment or legal advice.
 22. During the meeting there will be an opportunity for shareholders, proxies or corporate representatives to ask questions relevant to the business of the meeting.
 23. Any electronic address provided either in the notice of Court Meeting at Part 7 to the Scheme Document or any related documents (including this blue Form of Proxy) may not be used to communicate with the Company for any purposes other than those expressly stated.
 24. Full details of the business to be decided at the Court Meeting are set out in the notice of Court Meeting contained in Part 7 of the Scheme Document.
 25. Terms defined in the Scheme Document shall have the same respective meanings when used in this blue Form of Proxy unless otherwise defined herein.
 26. By the Court Order, the Court has appointed Amit Bhatia or failing him, any other director of the Company, to act as Chairman of the Court Meeting and has directed the Chairman to report the result thereof to the Court.