

**MOUNTFIELD GROUP PLC  
(the "Company")**

**PROXY FORM**

**ANNUAL GENERAL MEETING 2019**

**Before completing this form, please read the explanatory notes below**

I/We the undersigned .....of  
..... being the holder(s)  
of ordinary shares of 0.1 pence each in the capital of the Company hereby appoint the Chairman of the Meeting or  
(see Note 1 overleaf)

.....  
as my/our proxy to attend, speak and vote in respect of all /.....ordinary shares (see Note 4  
overleaf) held by me/us on my/our behalf at the Annual General Meeting of the Company to be held at the offices of  
DAC Beachcroft LLP, 25 Walbrook, London EC4N 8AF on 9 July 2019 at 10 a.m. and at any adjournment of the  
meeting.

I/We direct that my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate  
box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we  
authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is  
put before the meeting.

		<b>For</b>	<b>Against</b>	<b>Vote withheld</b>
<b>ORDINARY BUSINESS</b>				
1.	To adopt the Company's accounts for the financial year ended 31 December 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	To re-appoint Graham Read as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	To appoint Adler Shine LLP as auditors of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>SPECIAL BUSINESS</b>				
4.	To authorise the directors to allot ordinary shares in the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	To authorise the directors to dis-apply statutory pre-emption rights in respect of the allotment of ordinary shares pursuant to Section 570 of the Companies Act 2006	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	To authorise the Company to make market purchases	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature: .....

Dated: ..... 2019

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 4 overleaf.

#### Notes to the proxy form:

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, delete the words "the Chairman of the Meeting or" and insert the full name of the proxy preferred and initial the alteration. If you fail to initial the alteration, or if you sign and return this proxy form without a name inserted for the proxy, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you will be responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
4. To appoint more than one proxy you may photocopy 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 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.
5. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. 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.
6. To appoint a proxy using this form, the form must be:
  - completed and signed;
  - sent or delivered to SLC Registrars, Elder House, St Georges Business Park, Brooklands Road, Weybridge, Surrey KT13 0TS; and
  - received by SLC Registrars no later than 48 hours before the AGM i.e. by 10 a.m. on 5 July 2019.
7. In the case of a member who is an individual, this proxy form must be executed by the individual or his attorney.
8. In the case of a member 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. 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.
12. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.