



Weatherly International plc

ATTENDANCE CARD

Notice of Availability
2017 Annual Report and Notice
of 2017 AGM

**IMPORTANT – PLEASE READ
CAREFULLY**
You can now access the 2017
Annual Report and Notice of
Meeting by visiting this website:
www.weatherlyplc.com

to be held on 9 January 2018 at 11.00 am at the offices of Cooley (UK) LLP, Dashwood, 69 Old Broad Street, London EC2M 1QS. 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 the Company's registrars. This will facilitate entry to the meeting.

Signature of person attending _____
Bar code _____
Investor code _____

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Weatherly International plc – FORM OF PROXY

Before completing this form, please read the explanatory notes

Bar code:

Investor code:

Event code:

being (a) holder(s) of ordinary shares of 0.5p each in the capital of the Company hereby appoint the Chairman of the meeting or the meeting (see note 1 overleaf)

as my/our proxy to attend, speak and vote for me/us and on my/our behalf as directed below at the Annual General Meeting of the Company to be held on Tuesday 9 January 2018 11.00 am and at any adjournment thereof in respect of _____ ordinary shares comprised in my/our above shareholding. The proxy may vote or abstain from voting at his/her discretion on any amendment to a resolution or any other business before the meeting.

Please indicate by ticking this box if this is one of more than one appointments of a proxy in respect of your holding (note 2).

Resolutions

Ordinary resolutions

- | | For | Against | Withheld |
|---|--------------------------|--------------------------|--------------------------|
| 1. To receive and adopt the Company's Annual Report and Accounts for the financial year ended on 30 June 2017, and the Directors' Report and the Independent Auditors' Report on those accounts. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To reappoint John Bryant as a Director of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To reappoint Craig Thomas as a Director of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To reappoint Grant Thornton (UK) LLP as auditors of the Company from the conclusion of the meeting until the conclusion of the next Annual General Meeting of the Company at which accounts are laid and to authorise the Directors to determine their remuneration. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To authorise the Directors of the Company to allot relevant securities pursuant to section 551 of the Companies Act 2006. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Special resolution

- | | For | Against | Withheld |
|--|--------------------------|--------------------------|--------------------------|
| 6. Subject to the passing of resolution 5, to authorise the Directors of the Company to disapply the statutory pre-emption rights in relation to the allotment of those relevant securities pursuant to section 570 of the Companies Act 2006 representing 10 per cent of the issued share capital of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Ordinary resolution

- | | For | Against | Withheld |
|---|--------------------------|--------------------------|--------------------------|
| 7. That no additional action need be taken in respect of the serious loss of capital for the purposes of section 656 of the Companies Act 2016. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Signature _____

Date _____





Notes

- 1 If you wish to appoint a proxy other than the Chairman of the meeting, insert the name in the space provided and delete the Chairman of the meeting. A proxy need not be a member of the Company.
- 2 You may, if you wish, appoint more than one proxy, but each must be appointed in respect of a specified number of shares within your holding. If you wish to do this, each proxy must be appointed by means of a separate form. Additional forms may be obtained from the registrars by telephoning Link Asset Services on 0871 664 0300. Alternatively, you may photocopy this form the required number of times before completing it. When appointing more than one proxy you must fill in the blank provided on each form to indicate the number of your shares in respect of which the proxy is to be appointed. If you fail to do so, the appointment will be rejected as invalid. You must also tick the box on each form to indicate it is one of more than one appointment in respect of your holding. All the forms should be returned in the same envelope. If you are only appointing one proxy, you can cross out all reference to the number of shares or leave the blank for the number of shares uncompleted, in which case the appointment will be taken to be for your full holding.
- 3 In the case of a corporation, this proxy must be given under its common seal or signed on its behalf by a duly authorised officer or an attorney.
- 4 A form of proxy is enclosed for use by members. To be valid, it should be completed, signed and delivered (together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of authority) to the Company's registrars, Link Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not later than 11.00am on Friday 5 January 2018 (being 2 working days before the start of the Annual General Meeting). In the case of a poll taken subsequently to the date of the Annual General Meeting, or any adjourned meeting, proxies must be received not less than 24 hours before the time appointed for the taking of the poll or for holding the adjourned meeting. Shareholders who intend to appoint more than one proxy can obtain additional forms of proxy from Link Asset Services. Alternatively, the form provided may be photocopied prior to completion. The forms of proxy should be returned in the same envelope and each should indicate that it is one or more than one appointments being made.
- 5 In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. The vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority is determined by the order in which the names stand in the register of members in respect of the joint holding.
- 6 A "vote withheld" is not a vote in law and will not be counted in the calculation of the votes for or against a resolution.
- 7 The completion and return of this form shall not preclude a shareholder from attending and voting in person.

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