

# ANNUAL GENERAL MEETING

ANGLO PACIFIC GROUP PLC

13 MAY 2019



This card also serves as an Attendance Card for shareholders attending the Annual General Meeting, and accordingly should be presented at the Shareholder Registration desk on arrival.

- You may register the appointment of a proxy by:
- (a) Logging onto [www.sharevote.co.uk](http://www.sharevote.co.uk) and using the reference numbers shown on the Form of Proxy; or by
  - (b) Completing the Form of Proxy and depositing it with the registrars.
- Please read the Notice of the Meeting available on [www.anglopacifigroup.com](http://www.anglopacifigroup.com) and the Notes overleaf before using or completing the Form of Proxy.

**NOTICE OF AVAILABILITY - Important, please read carefully**  
 You can now access the 2018 Annual Report and Accounts and Notice of Annual General Meeting at [www.anglopacifigroup.com](http://www.anglopacifigroup.com)

## FORM OF PROXY

### ANGLO PACIFIC GROUP PLC

Voting ID \_\_\_\_\_ Task ID \_\_\_\_\_ Shareholder reference number \_\_\_\_\_

Please read the notes and instructions below and overleaf before completing this form.

All references in this Form of Proxy are to London times.

I/We being a member/members of the above named company, hereby appoint the Chairman of the meeting, or please refer to Explanatory Note 3.

Name \_\_\_\_\_ Number of shares \_\_\_\_\_

as my/our proxy to exercise all or any of my/our rights to attend and to speak and vote in respect of my/our full voting entitlement\* at the annual general meeting ('AGM') of Anglo Pacific Group PLC (the 'Company') to be held at 11.00am on 13 May 2019 at The Royal Institution of Great Britain, 21 Albemarle Street, London W1S 4BS and at any adjournment of it. 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 ('Notice of AGM') 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 5.

#### Resolutions

	For	Against	Withheld		For	Against	Withheld
1. To receive the 2018 Accounts and Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. To authorise the Directors to fix the remuneration of the auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Annual Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. To authorise scrip dividends	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the Directors' Remuneration Policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. That the Directors be authorised to exercise all the powers of the Company to allot shares in the Company up to an aggregate nominal amount of £1,209,803	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To declare a final dividend of 3.125p per ordinary share	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. That, the Directors be authorised to allot treasury shares or new equity securities for cash up to an aggregate amount of £362,940, free from statutory pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect N.P.H. Meier as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. That the Company be authorised to make one or more market purchases of up to 18,147,039 ordinary shares in the capital of the Company, subject to certain restrictions and provisions, including the maximum and minimum price at which such shares may be purchase	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect D.S. Archer as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17. That a general meeting of the Company, other than an annual general meeting be called on not less than 14 clear days' notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect W.M. Blyth as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
8. To re-elect R.H. Stan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
9. To re-elect J.A. Treger as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
10. To elect V.A. Dennett as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
11. To appoint Deloitte LLP as auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

Resolutions 1 to 14 (inclusive) are proposed as ordinary resolutions, which means that for each of those resolutions to be passed, more than half the votes cast must be cast in favour of the resolution. Resolutions 15 to 17 (inclusive) are proposed as special resolutions, which means that for each of those resolutions to be passed, at least three quarters of the votes cast must be cast in favour of the resolution.

Please note that the 'vote withheld' option is to allow you to instruct your proxy or proxies to abstain from voting on any of the specified 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.

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

The proxy is to vote as instructed in respect of the resolutions specified above. In the absence of instructions, the proxy may vote or abstain as he or she thinks fit on the resolutions specified above and, unless instructed otherwise, on any other business (including amendments to the resolutions) which may come before the meeting. Any alterations to this Form of Proxy should be initialled. If you complete and return the Form of Proxy this will not prevent you from attending in person and voting at the meeting should you subsequently decide to do so.

Please return this Form of Proxy to Equiniti Limited of Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA so as to arrive by 11.00am on 9 May 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 Notice of AGM.

Signature \_\_\_\_\_ Date \_\_\_\_\_

## Explanatory notes

1. If you intend to come to the AGM please complete this admission card and bring it with you to the AGM.
2. Only holders of Ordinary Shares, or their duly appointed representatives, are entitled to attend, speak and vote at the AGM. A member so entitled may appoint (a) proxy(ies), who need not be (a) shareholder(s), to attend, speak and vote on his/her behalf.
3. If you wish to appoint someone other than the Chairman of the AGM as your proxy, please insert his/her name in the space provided and delete 'the Chairman of the meeting, or'. A proxy need not be a shareholder of the Company.
4. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.
5. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Company's Registrar, Equiniti Limited on 0371 384 2030 or +44 121 415 7047 from outside the UK (calls to this number from outside the UK are charged at applicable international rates and different charges may apply to calls made from mobile telephones). Lines are open from 8.30am to 5.30pm (Monday to Friday, excluding public holidays in England and Wales) or you may copy this form. Please indicate in the box next to the proxy holder's name, the number of shares in relation to which he/she is authorised to act as your proxy. Please also indicate by ticking the additional box provided if the proxy instruction is one of multiple separate instructions being given. All forms must be signed and should be returned together.
6. The 'Vote withheld' option on the Form of Proxy is provided to enable you to abstain on the 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.
7. If the Form of Proxy is signed by someone else on your behalf, the original or a certified copy of the document evidencing their authority to sign must be returned with the Form of Proxy. If the shareholder is a corporation, the form must be executed under its common seal or signed by an officer, attorney or other person duly authorised by the corporation.
8. In the case of a joint holding, any holder may sign. 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).
9. To be entitled to attend or vote at the meeting (and for the purpose of determining the number of votes you may cast) you must be entered on the Company's Register of Members as at 6.30pm (UK time) on 9 May 2019 or, if the meeting is adjourned, you must be entered on the Company's Register of Members no later than 6.30pm (UK time) on the day being two days prior to the day of the adjourned meeting (excluding any part of a day that is not a business day). Changes to entries on the ordinary register after 6.30pm (UK time) on 9 May 2019 shall be disregarded in determining the right of any person to attend or vote at the AGM (unless the AGM is adjourned in which case the previous provisions of this Note 9 apply).
10. To be valid, the Form of Proxy must reach the Company's Registrar, Equiniti Limited, by no later than 11.00am (UK time) on 9 May 2019 or, if the AGM is adjourned, 48 hours before the time for holding the adjourned AGM (excluding non-working days). Lodgement of a Form of Proxy does not prevent a member from attending and voting at the AGM in person.
11. Electronic Proxy Appointment ('EPA') is available for this AGM. To appoint a proxy electronically, log on to the Company's Registrar's website at [www.sharevote.co.uk](http://www.sharevote.co.uk). The Voting ID, Task ID and Shareholder Reference Number shown above will be required. Full details of the procedures are given on the website. Alternatively, if you have already registered with the Company's Registrar's online portfolio service, Shareview, you can submit your proxy by logging on to your portfolio at [www.shareview.co.uk](http://www.shareview.co.uk), using your usual user ID and password. Once logged in simply click "View" on the "My Investments" page, click on the link to vote then follow the on screen instructions. EPA will not be valid if received after 11.00am (UK time) on 9 May 2019 or, if the AGM is adjourned, 48 hours before the time for holding the adjourned AGM, and will not be accepted if found to contain a computer virus.
12. The CREST electronic proxy appointment service is available for this AGM. To use this service CREST members should transmit a CREST proxy instruction, using the procedures described in the CREST manual, so as to reach the Company's Registrar, Equiniti, (CREST participant ID RA19) by no later than 11.00am (UK time) on 9 May 2019 or, if the AGM is adjourned, 48 hours before the time for holding the adjourned AGM (excluding non-working days).
13. Full details of the resolution to be proposed at the AGM, with explanatory notes, are set out in the Notice of AGM enclosed with this card.
14. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's Registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom. 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 any 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. The revocation notice must be received by Equiniti by 11.00am (UK time) on 9 May 2019 or, if the AGM is adjourned, 48 hours prior to the adjourned meeting (excluding non-working days).
15. If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence.
16. You may not use any electronic address provided in this Form of Proxy to communicate with the Company for any purposes other than those expressly stated.

## ANGLO PACIFIC GROUP PLC

1 Savile Row, London W1S 3JR, United Kingdom  
Registered in England, Company number: 0897608