



**ATTENDANCE CARD**  
**Scapa Group plc –**  
**ANNUAL GENERAL MEETING 2018**

**NOTICE OF AVAILABILITY – 2018 Report and Accounts and Notice of 2018 AGM**

**Important** – please read carefully.  
 You can now access the 2018 Report and Accounts and Notice of the 2018 AGM at [www.scapa.com](http://www.scapa.com)

**Notes**

- The Form of Proxy below must be lodged with Link Asset Services during normal business hours not later than 48 hours (excluding non-working days) before the time set for the meeting accompanied by any power of attorney under which it is executed (if applicable).
- To appoint as a proxy a person other than the Chairman of the meeting insert the full name of the person in the space provided. A proxy need not be a member of the Company. You can also appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by you. The following options are available:
  - To appoint the Chairman as your sole proxy in respect of all your shares, simply fill in any voting instructions in the appropriate box and sign and date the Form of Proxy.
  - To appoint a person other than the Chairman as your sole proxy in respect of all your shares, delete the words “the Chairman of the meeting or” and insert the name and address of your proxy in the spaces provided. Then fill in any voting instructions in the appropriate box and sign and date the Form of Proxy.
  - 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 by marking ‘X’ in the box provided if the proxy instruction is one of multiple instructions being given. If you wish to appoint the Chairman as one of your multiple proxies, simply write “the Chairman of the Meeting”. All forms must be signed and should be returned together in the same envelope.
- Unless otherwise indicated the proxy will vote as he thinks fit or, at his discretion, withhold his vote.
- In case of joint shareholders the signature of any of them will suffice, but the names of all joint holders should be shown, and the vote of the senior holder who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.

The meeting will be held at 10.30am on Tuesday, 17 July 2018 at the Village Hotel, Pamir Drive, Ashton-under-Lyne, Greater Manchester OL7 0PG.

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

Barcode:

Investor Code:

**Continued overleaf**



**FORM OF PROXY**  
**Scapa Group plc –**  
**ANNUAL GENERAL MEETING 2018**

Barcode:

I/We being a member of the Company hereby appoint the Chairman of the meeting or (see note 2)

Investor Code:

Event Code:

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held at 10.30am on Tuesday, 17 July 2018 or at any adjournment thereof. I/We have indicated with a ‘X’ how I/we wish my/our votes to be cast on the resolutions set out below and I/we direct that my/our proxy will vote (or withhold his vote) as he thinks fit for me/us and on my/our behalf on any other matter which may properly come before the Annual General Meeting or any adjournment thereof.

Please mark ‘X’ here if this proxy appointment is one of multiple appointments being made (note 2(c)).

**RESOLUTIONS**

Please mark ‘X’ to indicate how you wish to vote

	For	Against	Vote Withheld
1 To receive the Annual Report and Accounts for the year to 31 March 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To approve the Directors’ Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To declare a final dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To re-elect Mr L C Pentz as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To re-elect Mr H R Chae as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 To re-elect Mr G S Hardcastle as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 To re-elect Mr M T Sawkins as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 To re-elect Mr D C Blackwood as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**RESOLUTIONS**

Please mark ‘X’ to indicate how you wish to vote

	For	Against	Vote Withheld
9 To elect Mr P R M Guyot as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 To elect Mr B P McAtamney as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11 To re-appoint Deloitte LLP as auditor of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12 To authorise the Directors to fix the remuneration of the auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13 To authorise the Directors to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14 To authorise the Directors to disapply pre-emption rights (customary 5%)*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15 To authorise the Directors to disapply pre-emption rights to a further 5% (acquisitions and specified capital investments)*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16 To authorise the Company to make market purchases of its own shares*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17 To authorise the Company to make political donations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please mark ‘X’ here if you intend to attend the meeting in person.

\* To be proposed as a special resolution

Signature

Date

Notes Continued

5. A corporation must execute the Form of Proxy under either its common seal or the hand of a duly authorised officer or attorney. A corporation may appoint more than one corporate representative.
6. The Form of Proxy is for use in respect of the shareholder account specified overleaf only and should not be amended or submitted in respect of a different account.
7. The "Vote Withheld" option is to enable you to abstain on any particular resolution. Such a vote is not a vote in law and will not be counted in the votes "For" and "Against" a resolution.
8. Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST Manual and in the Notice of AGM.
9. Completion and return of the Form of Proxy will not preclude you from attending and voting in person at the Meeting should you subsequently decide to do so.

#### RETURNING YOUR FORM OF PROXY

1. You can return the Form of Proxy to the return address printed on the back of the form. **If you do not wish the Form of Proxy to be seen by anyone except the Company and the Registrar, you should post it in an envelope to** FREEPOST PXS, 34 Beckenham Road, Beckenham BR3 9ZA no later than 48 hours (excluding non-working days) before the appointed time of the meeting. A postage stamp will not be required when mailing from the UK. Please note that the Freepost address must be completed in block capitals and that delivery using this service can take up to 5 business days. Alternatively the Form of Proxy can be posted to the following address but a stamp will be required: Link Asset Services PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU.
2. Shareholders outside the UK can reply by posting the Form of Proxy in an envelope to Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Great Britain BR3 4TU.

Business Reply Plus  
Licence Number  
RLUB-TBUX-EGUC



PXS 1  
34 Beckenham Road  
Beckenham  
BR3 4ZF