

ATTENDANCE CARD | LUCECO PLC – ANNUAL GENERAL MEETING 2018

**NOTICE OF AVAILABILITY –
2017 Report and Accounts and Notice
of 2018 AGM**

Important – please read carefully.

You can now access the 2017 Annual Report and Financial Statements and Notice of 2018 AGM at www.luceco.com/investors

You may submit your proxy electronically using the Share Portal service at www.signalshares.com. If not already registered for the Share Portal, you will need your Investor Code below.

Please note the deadline for receiving proxies is 11.00 am on Friday 15 June 2018.

To be held at: Numis Securities Limited, The London Stock Exchange Building, 10 Paternoster Square, London EC4M 7LT

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:

+ FORM OF PROXY | LUCECO PLC – ANNUAL GENERAL MEETING

Barcode:

Investor code:

Event code:

I/we being a member of the Company hereby appoint the Chairman of the meeting or (see note 1 over)

Name of proxy

Number of ordinary shares proxy appointed over

as my/our proxy to vote on my/our behalf at the Annual General Meeting of Luceco plc to be held at Numis Securities Limited, The London Stock Exchange Building, 10 Paternoster Square, London EC4M 7LT on Tuesday 19 June 2018 at 11.00am and at any adjournment thereof. I/we have indicated with a X how I/we wish my/our votes to be cast on the following resolutions:

If you wish to appoint multiple proxies, please see note 1 overleaf. Please also tick here if you are appointing more than one proxy.

RESOLUTIONS

Please mark 'X' to indicate how you wish to vote

For
Against
Vote
withheld

Ordinary business

- 1 To receive the Company's audited Annual Report and Financial Statements for the year ended 31 December 2017, together with the Reports of the Directors and Auditor thereon.
- 2 To approve the Directors' Remuneration Report for the year ended 31 December 2017.
- 3 To elect Matt Webb as a Director.
- 4 To re-appoint KPMG LLP as Auditor.
- 5 To authorise the Audit Committee to determine the remuneration of the Auditor.
- 6 To authorise the Company to make political donations.
- 7 To authorise the Directors to allot shares in accordance with section 551 of the Companies Act 2006.

RESOLUTIONS

Please mark 'X' to indicate how you wish to vote

For
Against
Vote
withheld

Special business

- 8 To authorise the Directors to disapply pre-emption rights under sections 570 and 573 of the Companies Act 2006.
- 9 To authorise the directors to disapply pre-emption rights under sections 570 and 573 of the Companies Act 2006 for financing an acquisition.
- 10 To authorise the Company to make market purchases of its own ordinary shares.
- 11 To authorise general meetings to be called on not less than 14 clear days' notice.

To assist with arrangements, if you intend attending the meeting in person please mark a 'X' in the box opposite

Signature

Date

You may submit your proxy electronically at www.signalshares.com

Notes

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see over). If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
2. If you do not indicate how your proxy is to vote, you will be deemed to have authorised your proxy to vote or withhold your vote as your proxy thinks fit. Your proxy will also be able to vote at his or her discretion on any other resolution put to the meeting.
3. In the case of joint registered holders, 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 holders. Seniority shall be determined by the order in which the names of the shareholders are shown on the Register of Members.
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. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communication from the Company in accordance with section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
6. The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
7. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the day of the meeting excluding any part of a day which is not a working day or adjourned meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
8. Overleaf is how your address appears on the Register of Members. If this information is incorrect please visit www.signalshares.com or ring the Registrar's helpline on 0871 664 0300 to request a change of address form. Calls cost 12p per minute plus your phone company's access charge. If you are outside the United Kingdom, please call +44 (0)371 664 0300. Calls outside the United Kingdom will be charged at the applicable international rate. The lines are open between 9.00 am – 5.30 pm, Monday to Friday excluding public holidays in England and Wales.
9. 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.
10. The completion and return of this form will not preclude a member from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
11. The Form of Proxy must be deposited with Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, BR3 4ZF accompanied by any power of attorney under which it is executed (if applicable) no later than 48 hours before the time of the meeting excluding any part of a day which is not a working day.

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PXS 1
34 Beckenham Road
BECKENHAM
BR3 4ZF