Stelrad Group plc

# Attendance Card

**Please bring this card with you to the Meeting and present it at Shareholder registration/accreditation.**

**Additional Holders:**
ADDITIONAL HOLDER 1
ADDITIONAL HOLDER 2
ADDITIONAL HOLDER 3
ADDITIONAL HOLDER 4

The Chairman of Stelrad Group plc invites you to attend the Annual General Meeting of the Company to be held at **the offices of Investec Bank Plc, 30 Gresham Street, London, EC2V 7QP** on **16 May 2022** at **4.00 pm**.

MR A SAMPLE
< DESIGNATION>
SAMPLE STREET
SAMPLE TOWN
SAMPLE CITY
SAMPLE COUNTY
AA11 1AA

CANCELLED

000001

**Shareholder Reference Number**

C0000000000

**Please detach this portion before posting this proxy form.**

## **Form of Proxy** - Annual General Meeting to be held on 16 May 2022

Cast your Proxy online...**It's fast, easy and secure!**
**www.investorcentre.co.uk/eproxy**
You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

**Control Number:** 917616
**SRN:** C0000000000
**PIN:** 1245

Invest in our environment...**Register at www.investorcentre.co.uk**

Register today and make a positive impact by electing for electronic communications & manage your holding online!

**To be effective, all proxy appointments must be lodged with the Company's Registrars at:**
**Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 12 May 2022 at 4.00 pm.**

## Explanatory 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 reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).
2. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0370 703 6254 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided 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.
3. The 'Vote Withheld' option overleaf 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.
4. 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. 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.
5. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
6. The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0370 703 6254 to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service.
7. Any alterations made to this form should be initialled.
8. The completion and return of this form will not preclude a member from attending the meeting and voting in person.

**Kindly Note:** This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

CANCELLED

**All Named Holders**

MR A SAMPLE
< Designation>
Additional Holder 1
Additional Holder 2
Additional Holder 3
Additional Holder 4

# Poll Card To be completed **only** at the AGM if a Poll is called.

| Ordinary Resolutions | For | Against | Vote Withheld |
|---|---|---|---|
| 1. To receive the Company's annual report and audited financial statements for the period ended 31 December 2021. | ☐ | ☐ | ☐ |
| 2. To receive and approve the Directors' Remuneration Report for the period ended 31 December 2021. | ☐ | ☐ | ☐ |
| 3. To receive and approve the Directors' Remuneration Policy. | ☐ | ☐ | ☐ |
| 4. To declare a final dividend of 0.96 pence per share. | ☐ | ☐ | ☐ |
| 5. To elect Bob Ellis as a Director. | ☐ | ☐ | ☐ |
| 6. To elect Trevor Harvey as a Director. | ☐ | ☐ | ☐ |
| 7. To elect George Letham as a Director. | ☐ | ☐ | ☐ |
| 8. To elect Terry Miller as a Director. | ☐ | ☐ | ☐ |
| 9. To elect Nicola Bruce as a Director. | ☐ | ☐ | ☐ |
| 10. To elect Martin Payne as a Director. | ☐ | ☐ | ☐ |

| | For | Against | Vote Withheld |
|---|---|---|---|
| 11. To elect Edmund Lazarus as a Director. | ☐ | ☐ | ☐ |
| 12. To elect Nicholas Armstrong as a Director. | ☐ | ☐ | ☐ |
| 13. To appoint PricewaterhouseCoopers LLP as auditor of the Company (the Auditor) and to hold office until the conclusion of the next Annual General Meeting. | ☐ | ☐ | ☐ |
| 14. To authorise the Audit & Risk Committee to determine the remuneration of the Auditor. | ☐ | ☐ | ☐ |
| 15. To authorise the Company to make political expenditure and donations. | ☐ | ☐ | ☐ |
| 16. To authorise the Directors to allot shares in the Company, in accordance with section 551 of the Companies Act 2006. | ☐ | ☐ | ☐ |
| **Special Resolutions** | | | |
| 17. To authorise the Directors to disapply pre-emption rights, in accordance with 561 of the Company Act 2006. | ☐ | ☐ | ☐ |
| 18. To authorise the Directors to disapply pre-emption rights up to a further 5% for the purposes of acquisitions or capital investments. | ☐ | ☐ | ☐ |
| 19. To authorise the Company to purchase its own ordinary shares. | ☐ | ☐ | ☐ |
| 20. To authorise the Directors to call a general meeting other than an annual general meeting on not less than 14 clear days' notice. | ☐ | ☐ | ☐ |

CANCELLED

**Signature**

In the case of a Corporation, a letter of representation will be required (in accordance with S323 of the Companies Act 2006) unless this has already been lodged at registration.

# Form of Proxy

**Please complete this box only if you wish to appoint a third party proxy other than the Chairman.**
**Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).**

C0000000000

| | * |
|---|---|

I/We hereby appoint the Chairman of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the Annual General Meeting of Stelrad Group plc to be held at **the offices of Investec Bank Plc, 30 Gresham Street, London, EC2V 7QP** on **16 May 2022** at **4.00 pm**, and at any adjourned meeting.

*** For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).**

☐ Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example. ☒

| Ordinary Resolutions | For | Against | Vote Withheld |
|---|---|---|---|
| 1. To receive the Company's annual report and audited financial statements for the period ended 31 December 2021. | ☐ | ☐ | ☐ |
| 2. To receive and approve the Directors' Remuneration Report for the period ended 31 December 2021. | ☐ | ☐ | ☐ |
| 3. To receive and approve the Directors' Remuneration Policy. | ☐ | ☐ | ☐ |
| 4. To declare a final dividend of 0.96 pence per share. | ☐ | ☐ | ☐ |
| 5. To elect Bob Ellis as a Director. | ☐ | ☐ | ☐ |
| 6. To elect Trevor Harvey as a Director. | ☐ | ☐ | ☐ |
| 7. To elect George Letham as a Director. | ☐ | ☐ | ☐ |
| 8. To elect Terry Miller as a Director. | ☐ | ☐ | ☐ |
| 9. To elect Nicola Bruce as a Director. | ☐ | ☐ | ☐ |
| 10. To elect Martin Payne as a Director. | ☐ | ☐ | ☐ |

| | For | Against | Vote Withheld |
|---|---|---|---|
| 11. To elect Edmund Lazarus as a Director. | ☐ | ☐ | ☐ |
| 12. To elect Nicholas Armstrong as a Director. | ☐ | ☐ | ☐ |
| 13. To appoint PricewaterhouseCoopers LLP as auditor of the Company (the Auditor) and to hold office until the conclusion of the next Annual General Meeting. | ☐ | ☐ | ☐ |
| 14. To authorise the Audit & Risk Committee to determine the remuneration of the Auditor. | ☐ | ☐ | ☐ |
| 15. To authorise the Company to make political expenditure and donations. | ☐ | ☐ | ☐ |
| 16. To authorise the Directors to allot shares in the Company, in accordance with section 551 of the Companies Act 2006. | ☐ | ☐ | ☐ |
| **Special Resolutions** | | | |
| 17. To authorise the Directors to disapply pre-emption rights, in accordance with 561 of the Company Act 2006. | ☐ | ☐ | ☐ |
| 18. To authorise the Directors to disapply pre-emption rights up to a further 5% for the purposes of acquisitions or capital investments. | ☐ | ☐ | ☐ |
| 19. To authorise the Company to purchase its own ordinary shares. | ☐ | ☐ | ☐ |
| 20. To authorise the Directors to call a general meeting other than an annual general meeting on not less than 14 clear days' notice. | ☐ | ☐ | ☐ |

CANCELLED

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

**Signature**

**Date**

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).