

Shareholder Reference Number

## Form of Proxy - Annual General Meeting to be held on 23 November 2021



Cast your Proxy online...It's fast, easy and secure!

[www.investorcentre.co.uk/eproxy](http://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: 917418

SRN:

PIN:



View the Annual Report & Financial Statements and Notice of Meeting online: [www.pzcussons.com](http://www.pzcussons.com)

Register at [www.investorcentre.co.uk](http://www.investorcentre.co.uk) - elect for electronic communications & manage your shareholding 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 19 November 2021 at 10.30 am.

### Explanatory Notes:

- Every holder who is entitled to attend, speak and vote at the meeting has the right to appoint some other person(s) of their choice, who need not be a shareholder, as their proxy to exercise all or any of their rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chair, 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 their discretion as to whether, and if so how, they vote (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise their discretion as to whether, and if so how, they vote). Where you appoint as your proxy someone other than the Chair, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish for a proxy to make any comments on your behalf at the meeting, you will need to appoint someone other than the Chair and give them the relevant instructions directly.
- You can also, if you wish, appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0370 707 1221 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.
- The 'Vote Withheld' option overleaf is provided to enable you to withhold your vote 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.
- 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 the close of business on 19 November 2021. 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.
- 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 10.30 am on 19 November 2021. 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.
- 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 707 1221 to request a change of address form or go to [www.investorcentre.co.uk](http://www.investorcentre.co.uk) to use the online Investor Centre service.
- Any alterations made to this form should be initialled.
- The completion and return of this form will not preclude a member from attending the meeting and voting in person. 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 19 November 2021 at 10.30 am. View the Annual Report and Notice of Meeting online: [www.pzcussons.com](http://www.pzcussons.com) Cast your Proxy online...It's fast, easy and secure! [www.investorcentre.co.uk/eproxy](http://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.

**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.

All Named Holders

# Poll Card

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

## Ordinary Resolutions

|   | For                      | Against                  | Vote Withheld            |
|---|--------------------------|--------------------------|--------------------------|
| 1. To receive the audited financial statements for the year ended 31 May 2021 and the reports of the Directors and the auditor thereon.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To approve the Report on Directors' Remuneration (other than the part containing the Directors' Remuneration Policy) for the year ended 31 May 2021.                                   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To approve the amendment of the Directors' Remuneration Policy (as contained in the Report on Directors' Remuneration for the year ended 31 May 2020) to permit the "Award Amendment". | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To approve an amendment to the rules of the PZ Cussons plc Long Term Incentive Plan 2020.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To declare a final dividend for the year ended 31 May 2021 of 3.42p per Ordinary Share of 1p each in the Company.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. To re-elect J C Myers as a Director.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. To elect S Pollard as a Director.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. To re-elect C L Silver as a Director.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. To re-elect K Bashforth as a Director.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. To re-elect D Kucz as a Director.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 11. To re-elect J R Nicolson as a Director.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 12. To re-elect J C D Townsend as a Director.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

|   | For                      | Against                  | Vote Withheld            |
|---|--------------------------|--------------------------|--------------------------|
| 13. To elect J Sodha as a Director.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 14. To elect V Juarez as a Director.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 15. To re-appoint Deloitte LLP as the auditor of the Company.                       | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 16. To authorise the Audit & Risk Committee to fix the remuneration of the auditor. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 17. To authorise political donations and political expenditure.                     | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

## Special Resolutions

|  |                          |                          |                          |
|--|--------------------------|--------------------------|--------------------------|
| 18. That the Directors are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 19. That, subject to the passing of Resolution 16, the Directors are empowered pursuant to sections 570 and 573 of the Companies Act 2006 to allot equity securities for cash.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 20. That any general meeting of the Company (other than an annual general meeting) may be called on not less than 14 clear days' notice.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 21. To adopt the new Articles of Association of the Company.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

## 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 Chair.  
Please leave this box blank if you want to select the Chair. Do not insert your own name(s).

\*



I/We hereby appoint the Chair 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 PZ Cussons plc to be held at **Radisson Blu Hotel Manchester Airport, Chicago Ave, Manchester M90 3RA on 23 November 2021 at 10.30 am**, 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.



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| 19. That, subject to the passing of Resolution 16, the Directors are empowered pursuant to sections 570 and 573 of the Companies Act 2006 to allot equity securities for cash.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 20. That any general meeting of the Company (other than an annual general meeting) may be called on not less than 14 clear days' notice.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 21. To adopt the new Articles of Association of the Company.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

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).

