

The Chairman of Booker Group plc invites you to attend the General Meeting of the Company to be held at the offices of Clifford Chance LLP, 10 Upper Bank Street, London E14 5JJ on **28 February 2018** at **12:10 p.m.** (or as soon thereafter as the Court Meeting has been concluded or adjourned)

Please detach this portion before posting this Form of Proxy.

## Form of Proxy – General Meeting to be held on 28 February 2018



Cast your Proxy online 24/7...**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 above and agree to certain terms and conditions. You can view the Notice of General Meeting online at: <http://www.bookergroup.com>.

Control Number: 914772

SRN:

PIN:

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 Computershare Investor Services PLC (the “Registrars”) at: Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE by 12:10 p.m. on 26 February 2018.

### Explanatory Notes:

- Full details of the Special Resolution to be proposed at the General Meeting, with explanatory notes, are set out in the shareholder circular made available to members of the Company on or around 5 February 2018. All capitalised but undefined terms in this Form of Proxy and these Explanatory Notes shall have the meaning as set out in that shareholder circular.
- 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 6:00 p.m. on 26 February 2018 (or, if the meeting is adjourned, at 6:00 p.m. on the date which is not later than 48 hours (excluding any part of a day that is not a working day) prior to the date set for the 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.
- Every member of the Company has the right to appoint some other person(s) of their choice, who need not be a member of the Company, as his or her proxy to exercise all or any of his or her 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.
- To be valid, this Form of Proxy must be returned so as to be received by the Registrars at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE, United Kingdom no later than 12:10 p.m. on 26 February 2018 (or in the case of an adjourned meeting not later than 48 hours (excluding any part of a day that is not a working day) prior to the time and date set for the adjourned meeting). This white Form of Proxy may not be handed to the Chairman or a representative of the Registrars at the General Meeting.
- To appoint more than one proxy, an additional Form of Proxy may be obtained by contacting the Registrar's helpline on +44 (0) 370 889 3230 or you may photocopy this Form of Proxy. 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 of Proxy must be signed and should be returned together in the same envelope (if possible).
- Please indicate with an 'X' to show how you wish your vote to be cast. If you mark an 'X' in more than one box, this Form of Proxy will be invalid. 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 Form of Proxy 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). Unless otherwise instructed, the person appointed as proxy will exercise his/her discretion as to any other business (including amendments to the Scheme and any procedural matters, including any resolution to adjourn) which may come before the General Meeting.
- The 'Vote Withheld' option overleaf is provided to enable you to abstain on the Special 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' the Special Resolution.
- 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.
- The above is how your address appears on the register of members of the Company. If this information is incorrect please ring the Registrar's helpline on +44 (0) 370 889 3230 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.
- This Form of Proxy must be signed in order to be valid. Any alterations made to this Form of Proxy should be initialled.
- In the case of joint holders of a share 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 and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.
- Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member, provided that they do not do so in relation to the same shares.
- The completion and return of this Form of Proxy will not preclude a member from attending the meeting and voting in person.
- If you have any questions relating to this Form of Proxy, please ring the helpline on +44 (0) 370 889 3230. This helpline cannot provide advice on the merits of the Special Resolution or the Scheme nor give any financial, legal or taxation advice.

**Kindly Note:** This Form of Proxy 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

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# Poll Card

To be completed if voting in person at the General Meeting.

## Special Resolution

For      Against      Vote  
Withheld

1. For the purposes of the Scheme:

          

- a. to authorise the directors of the Company to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect; and
- b. to amend the articles of association of the Company

### Signature

In the case of a corporation, this Form of 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).

## 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).



I/We hereby appoint the Chairman of the General 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 General Meeting of Booker Group plc to be held at the offices of Clifford Chance LLP, 10 Upper Bank Street, London E14 5JJ on 28 February 2018 at 12:10 p.m. (or as soon thereafter as the Court Meeting has been concluded or adjourned) and at any adjourned meeting.

\* For the appointment of more than one proxy, please refer to Explanatory Note 5 (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.



## Special Resolution

For      Against      Vote  
Withheld

1. For the purposes of the Scheme:

          

- a. to authorise the directors of the Company to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect; and
- b. to amend the articles of association of the Company.

I/We instruct my/our proxy as indicated on this Form of Proxy. 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 Form of 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).



The Chairman of Booker Group plc invites you to attend a meeting of the Company convened with the permission of the Court under Part 26 of the Companies Act 2006 to be held at the offices of Clifford Chance LLP, 10 Upper Bank Street, London E14 5JJ on **28 February 2018 at 12:00 p.m.**

Please detach this portion before posting this Form of Proxy.

## Form of Proxy – Court Meeting to be held on 28 February 2018



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

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Control Number: 914771

SRN:

PIN:

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**To be effective, all proxy appointments must be lodged with Computershare Investor Services PLC (the “Registrars”) at: Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE by 12:00 p.m. on 26 February 2018. It is also possible to hand this blue Form of Proxy to the Chairman of the Court Meeting or a representative of Computershare Investor Services PLC at the Court Meeting on behalf of the Chairman of the Court Meeting before the start of the Court Meeting.**

### Explanatory Notes:

- Full details of the resolution to be proposed at the Court Meeting, with explanatory notes, are set out in the shareholder circular made available to members of the Company on or around 5 February 2018. All capitalised but undefined terms in this Form of Proxy and these Explanatory Notes shall have the meaning as set out in that shareholder circular.
- 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 6:00 p.m. on 26 February 2018 (or, if the meeting is adjourned, at 6:00 p.m. on the date which is not later than 48 hours (excluding any part of a day that is not a working day) prior to the date set for the 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.
- Every member of the Company has the right to appoint some other person(s) of their choice, who need not be a member of the Company, as his or her proxy to exercise all or any of his or her 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.
- To be valid, this Form of Proxy must be returned so as to be received by the Registrars at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE, United Kingdom no later than 12:00 p.m. on 26 February 2018 (or in the case of an adjourned meeting not later than 48 hours (excluding any part of the day which is not a working day) prior to the time and date set for the adjourned meeting). It is also possible to hand this blue Form of Proxy to the Chairman of the Court Meeting or a representative of the Registrars at the Court Meeting on behalf of the Chairman of the Court Meeting before the start of the Court Meeting.
- To appoint more than one proxy, an additional Form of Proxy may be obtained by contacting the Registrar's helpline on +44 (0) 370 889 3230 or you may photocopy this Form of Proxy. 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 of Proxy must be signed and should be returned together in the same envelope (if possible).
- Please indicate by signing in the boxes overleaf to show how you wish your vote to be cast. If you sign in more than one box, this Form of Proxy will be invalid. If returned without an indication as to how the proxy shall vote on any particular matter, this Form of Proxy will be invalid. Unless otherwise instructed, the person appointed as proxy will exercise his/her discretion as to any other business (including amendments to the Scheme and any procedural matters, including any resolution to adjourn) which may come before the Court 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 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.
- This Form of Proxy must be signed in order to be valid. Any alterations made to this Form of Proxy should be initialled.
- In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.
- Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member, provided that they do not do so in relation to the same shares.
- The completion and return of this Form of Proxy will not preclude a member from attending the meeting and voting in person.
- If you have any questions relating to this Form of Proxy, please ring the Registrars helpline on +44 (0) 370 889 3230. This helpline cannot provide advice on the merits of the Scheme nor give any financial, legal or taxation advice.

**Kindly Note:** This Form of Proxy 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 if voting in person at the Court Meeting

PLEASE SIGN IN THE APPROPRIATE BOX BELOW EITHER FOR OR AGAINST THE SCHEME

FOR the Scheme

Signed

AGAINST the Scheme

Signed

Signature

Date

In the case of a corporation, this Form of 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).

## 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).

I/We hereby appoint the Chairman of the Court 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 Court Meeting of Booker Group plc to be held at the offices of Clifford Chance LLP, 10 Upper Bank Street, London E14 5JJ on 28 February 2018 at 12:00 p.m., and at any adjourned meeting.

\*For the appointment of more than one proxy, please refer to Explanatory Note 5 (see front).

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

CR-2017-008955

In the High Court of Justice Business and Property Courts of England and Wales, Companies Court (ChD)  
In the Matter of Booker Group plc and in the Matter of the Companies Act 2006

If you wish to vote to confirm the approval of the Scheme, sign in the box marked 'FOR the Scheme', or if you do not wish to vote to confirm the approval of the Scheme, sign in the box marked 'AGAINST the Scheme'.

PLEASE SIGN IN ONLY ONE OF THE BOXES BELOW. THE FORM MUST BE SIGNED IN ORDER TO BE VALID. HOWEVER, IF YOU SIGN MORE THAN ONE BOX THIS FORM OF PROXY WILL BE INVALID.

FOR the Scheme

Signed

AGAINST the Scheme

Signed

I/We instruct my/our proxy as indicated on this Form of Proxy. 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

In the case of a corporation, this Form of 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).

EXT 1333 15 BLU