



(REGISTERED NUMBER 03752645) IN THE HIGH COURT OF JUSTICE CHANCERY DIVISION COMPANIES COURT IN THE MATTER OF PUNCH TAVERNS PLC AND IN THE MATTER OF THE COMPANIES ACT 2006

## Attendance Card

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

For use at the meeting convened by the Court (the "Court Meeting") of the holders of ordinary shares of 1p each in the capital of Punch Taverns plc to be held at the offices of Goldman Sachs International at Peterborough Court, 133 Fleet Street, London EC4A 2BB on **10 February 2017 at 1:00 pm.**



MR SAM SAMPLE  
DESIGNATION (IF ANY)  
MR JOINT HOLDER 1  
ADD1  
ADD2  
ADD3  
ADD4

99999

000001

SG328

Shareholder Reference Number

C1234567890



IN THE HIGH COURT OF JUSTICE CHANCERY DIVISION COMPANIES COURT CASE NO. 20 OF 2017  
IN THE MATTER OF PUNCH TAVERNS PLC AND IN THE MATTER OF THE COMPANIES ACT 2006  
BLUE Form of Proxy - Court Meeting to be held at 1:00 pm. on 10 February 2017

## Form of Proxy - Court Meeting to be held at 1:00 pm. on 10 February 2017



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

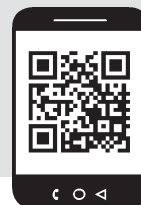
[www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy)

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: 914075

SRN: C1234567890

PIN: 1234



View the Scheme Circular online: <https://www.punchtavernsplc.com/investors>

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 8 February 2017 at 1:00 pm.,  
subject to note 10 above.**

### Explanatory Notes:

- Every Scheme Shareholder (as defined in the Scheme Circular) 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 his 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 the matter, this form shall be invalid. Your proxy will vote as you indicate. For any other business arising at the Court Meeting (including any proper procedural resolution not listed in the notice of the Court Meeting) your proxy will vote at his discretion.
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on +44 (0)370 707 1248 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of Scheme 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.
- 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.
- 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 (excluding non-working days). 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 +44 (0)370 707 1248 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.
- In the case of joint holders of Scheme Shares, 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 in respect of the joint holding.
- Terms defined in the Scheme Circular issued on 17 January 2017 shall have the same meanings when used in this proxy form, unless the context otherwise requires.
- If this proxy form is not returned by the relevant time, it may be handed to the Chairman before the start of the Court Meeting and will still be valid.

**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

MR A SAMPLE  
<Designation>  
ADDITIONAL HOLDER 1  
ADDITIONAL HOLDER 2  
ADDITIONAL HOLDER 3  
ADDITIONAL HOLDER 4

# Poll Card

to be completed **only** at the Court Meeting if a poll is called.

**FOR** the said Scheme

**Signature**

**AGAINST** the said Scheme

**Signature**

Date this form below

Dated this ..... day of .....

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 - Court Meeting

Please use a **black** pen.

Please read carefully the Notice convening the Court Meeting set out at the back of the circular sent to Punch Taverns plc Shareholders dated 17 January 2017 and the explanatory notes set out herein before completing this form.

I/We being a member/members of Punch Taverns plc, hereby appoint the Chairman of the Court Meeting OR the following person.

Please leave this box blank if you have selected the Chairman.

Do not insert your own name(s)

as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the Court Meeting of the Company to be held at 1:00 pm. on 10 February 2017 at the offices of Goldman Sachs International at Peterborough Court, 133 Fleet Street, London EC4A 2BB and at any adjournment of it for the purpose of considering and, if thought fit, approving, with or without modification, the Scheme referred to in the Notice convening the Court Meeting and at such Court Meeting to vote for me/us and in my/our name for the Scheme (either with or without modification, as my/our proxy may approve) or against the Scheme as indicated below.

Please sign ONE of the boxes below.

**IMPORTANT:** if you wish to vote FOR the Scheme, sign the box marked "FOR the said Scheme", or if you wish to vote AGAINST the Scheme, sign in the box marked "AGAINST the said Scheme". If you sign in both boxes, or if you do not sign in either, then this form of proxy will be invalid.

**FOR** the said Scheme

**Signature**

**Date**

If signing on behalf of a company, please enter the company name below in block capitals and state your official capacity.

**Company Name**

**AGAINST** the said Scheme

**Signature**

Please tick box if you are appointing more than one proxy

**Official Capacity**

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 only authorised stating their capacity (e.g. director, secretary).

Please return by post or, during normal business hours, by hand, to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY so as to arrive by 1:00 pm. on 8 February 2017. Alternatively, this Form of Proxy may be handed to Computershare Investor Services PLC or the Chairman of the Court Meeting at the start of the Court Meeting.

Notice of the Court Meeting and details of the business to be transacted are contained in the circular to Punch Taverns plc Shareholders containing the Scheme.



C1234567890



Number of shares (see notes 6 and 8)

