

You may submit your proxy electronically at [www.sharevote.co.uk](http://www.sharevote.co.uk) using the below numbers.

**BERENDSEN**

Detach along dotted line

**+ Berendsen plc**

**Form of Proxy for the General Meeting**

Voting ID:

Task ID:

Shareholder Reference Number:

Form of Proxy for use at the General Meeting of Berendsen plc (the "Company") to be held at Ashurst LLP, Broadwalk House, 5 Appold Street, London, EC2A 2AG on 31 August 2017 at 11.15 am or any adjournment thereof.

Please use the notes overleaf to assist in the completion of this form.

**I/We being (a) holder(s) of ordinary shares of 30 pence each in the capital of the Company hereby appoint the Chairman of the General Meeting or the following person.**

Name	No. of shares
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as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement on my/our behalf at the General Meeting of the Company to be held at Ashurst LLP, Broadwalk House, 5 Appold Street, London, EC2A 2AG on 31 August 2017 at 11.15 am or any adjournment thereof.

If you wish the Chairman to be your proxy, leave the "name" box above blank. If you wish to appoint someone else as your proxy, please insert his or her name above (note 2).

Please tick here if this proxy entitlement is one of multiple appointments being made by the same shareholder. (note 3)

**I/We wish my/our proxy to vote as indicated below in respect of the resolution to be proposed at the General Meeting. Please give instructions to your proxy by ticking the appropriate box. (note 4)**

Special Resolution	For	Against	Vote withheld (note 5)	Discretionary (note 6)
(a) the directors of the Company be authorised to take all such actions as they consider necessary or appropriate for carrying the Scheme into effect.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) the articles of association of the Company be amended on the terms described in the Notice of General Meeting set out in the Scheme Document.				

Signature (note 7)

Dated

**Notes on completing the Form of Proxy:**

- 1 Full details of the resolution to be proposed at the General Meeting, with explanatory notes, are set out in the Notice of General Meeting which is set out in Part 14 of the Scheme Document dated 28 July 2017 accompanying this Form of Proxy. Before completing this Form of Proxy, please also read the "Action to be Taken" section in the Scheme Document. Terms defined in the Scheme Document shall apply in this Form of Proxy unless the context requires otherwise.
- 2 If you wish to appoint as your proxy someone other than the Chairman of the General Meeting, please insert the name of your chosen proxy in the space provided in the first box. If you leave this blank, the Chairman will be appointed your proxy. If the proxy is being appointed in relation to part of your holding only, please enter in the box next to the proxy's name the number of shares in relation to which they are authorised to act as your proxy. If this box is left blank they will 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).
- 3 As a shareholder of the Company, you are entitled to appoint a proxy or proxies to exercise all or any of your rights to attend, speak and vote at this General Meeting. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Company's registrar, Equiniti Limited, at the address set out below, or you may copy this form. Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the relevant box if the proxy appointment is one of multiple appointments being made. Multiple proxy appointments should be returned together in the same envelope. No proxy may be authorised to exercise votes which any other proxy has been authorised to exercise.
- 4 In the absence of instructions, the person appointed proxy may vote or abstain from voting as he or she thinks fit on the specified resolution and, unless instructed otherwise, the person appointed proxy may also vote or abstain from voting as he or she thinks fit on any other business (including amendments to the resolution) which may properly come before the General Meeting.
- 5 The 'Vote withheld' option is provided to enable you to abstain on the 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 resolution.

- 6 The 'Discretionary' option is provided to enable you to give discretion to your proxy to vote or abstain from voting as he or she thinks fit on the resolution.
- 7 This form must be signed and dated by the shareholder or his/her attorney duly authorised in writing. If the shareholder is a company, it may execute under its common seal or signed by someone authorised to sign on behalf of the company. The vote of the senior joint holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding. The completion and return of this form will not preclude a shareholder from attending the General Meeting and voting in person.
- 8 If you wish, you may register the appointment of one or more proxies for this General Meeting electronically at [www.sharevote.co.uk](http://www.sharevote.co.uk) using the 'Voting ID', 'Task ID' and 'Shareholder Reference Number' shown on the attached proxy form. Electronic voting through CREST is also available to CREST members (further details of this service are set out in the Notice of General Meeting contained in the accompanying Scheme Document). Such appointment must be received by Equiniti not later than 11.15 am on Tuesday 29 August 2017 (or if the General Meeting is adjourned, 48 hours before the time fixed for the holding of the adjourned meeting). If the appointment of a proxy is registered electronically by any person pursuant to a power of attorney or other authority, such power of attorney or other authority (or a copy thereof, certified notari ally), must also be received by Equiniti Limited at the address below not later than 11.15 am on Tuesday 29 August 2017 (or if the General Meeting is adjourned, not later than 48 hours before the time fixed for the holding of the adjourned meeting).

**To be valid, this form must be completed and lodged with the Company's registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, together with the power of attorney or other authority (if any) under which it is signed or a copy of such authority certified notari ally, not later than 11.15 am on Tuesday 29 August 2017 (or if the General Meeting is adjourned, not later than 48 hours before the time fixed for the holding of the adjourned meeting).**

If you require assistance in completing this Form of Proxy or require additional Forms of Proxy, please call Equiniti Limited, the company's registrars on 0333 207 6536 between the hours of 8.30 am and 5.30 pm on any business day. If calling from outside the United Kingdom, you should telephone +44 121 415 0286. Equiniti Limited will not be able to give advice on the merits of the Scheme or to provide legal, financial or taxation advice, and accordingly for such advice you should consult your stockbroker, solicitor, accountant, bank manager or other independent professional adviser.



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