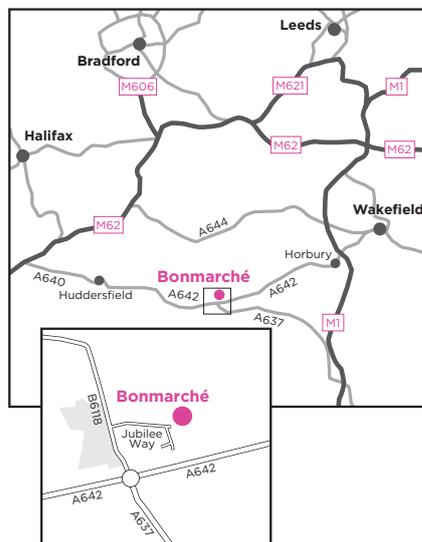
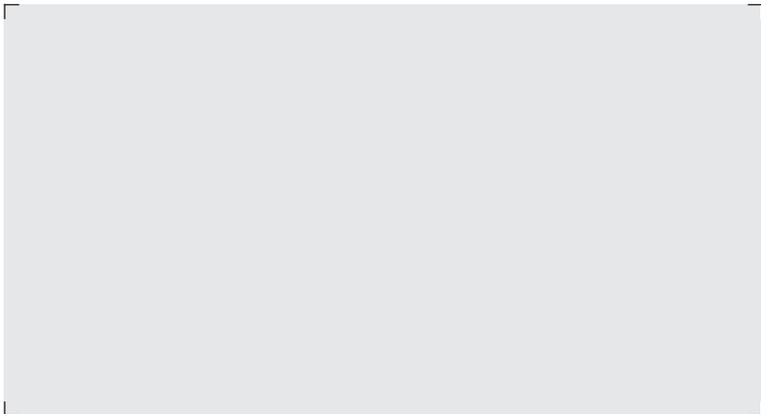


# ATTENDANCE CARD

## Bonmarché Holdings plc – ANNUAL GENERAL MEETING

27 July 2017: 12.00pm

You may submit your proxy electronically using the Share Portal service at [www.signalshares.com](http://www.signalshares.com). If you are not already registered for the Share Portal, you will need your Investor Code below.



To be held at: Bonmarché Head Office, Jubilee Way, Grange Moor, Wakefield, WF4 4SJ.

If you wish to attend this Meeting in your capacity as a holder of ordinary shares, please sign this card and, on arrival, hand it to the Company's Registrar. This will facilitate entry to the Meeting.

Signature of person attending:

Barcode:

Investor Code:

### FORM OF PROXY

#### Bonmarché Holdings plc – ANNUAL GENERAL MEETING

I/We, being a member of the Company, hereby appoint the Chairman (see note 1 overleaf) or

Barcode:



Name of proxy

Number of shares proxy appointed over

Investor Code:



Event Code:

as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held at 12.00pm on Thursday 27 July 2017 and at any adjournment thereof. I have indicated with an 'X' how I/we wish my/our votes to be cast on the following Resolutions.

If you wish to appoint multiple proxies, please see note 1 overleaf.  Please also tick here if you are appointing more than one proxy.

### Resolutions

Please mark 'X' to indicate how you wish to vote

	For	Against	Vote withheld		For	Against	Vote withheld
1. To receive the annual accounts of the Company together with the Strategic Report and Directors' and Auditor's Reports	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	10. To re-elect Ishbel Macpherson as an independent Director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
2. To approve the Directors' Remuneration Report	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	11. To re-elect Mark McClennon as an independent Director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
3. To declare a final dividend for the year of 4.64 pence per ordinary share	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	12. To reappoint PricewaterhouseCoopers LLP as auditor	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
4. To elect Helen Connolly as a Director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	13. To authorise the Directors to agree the remuneration of the auditor	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
5. To re-elect John Coleman as a Director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	14. To approve the making of political donations	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
6. To re-elect Stephen Alldridge as a Director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	15. To authorise the Directors to allot shares	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
7. To re-elect Ishbel Macpherson as a Director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	16. To disapply statutory pre-emption rights	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
8. To re-elect Sergei Spiridonov as a Director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	17. To authorise the Company to purchase its own shares	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
9. To re-elect Mark McClennon as a Director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	18. To authorise the holding of general meetings on no less than 14 days' notice	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

Signature:

Date:

## Security

Please note that, for security reasons, all hand luggage may be subject to examination prior to entry to the Annual General Meeting. Certain items will not be permitted in the meeting room. These include cameras, recording equipment, items of any nature with potential to cause disorder and such other items as the Chairman of the Meeting may specify.

Persons who are not shareholders of the Company (or their appointed proxy) will not be admitted to the Annual General Meeting unless prior arrangements have been made with the Company.

We ask all those present at the Annual General Meeting to facilitate the orderly conduct of the Meeting and we reserve the right, if orderly conduct is threatened by a person's behaviour, to require that person to leave.

Shareholders should note that the doors to the Annual General Meeting will open at 11.30am.

## Bonmarché Holdings plc

[www.bonmarcheplc.co.uk](http://www.bonmarcheplc.co.uk)

01924 700100

## Directions to the Bonmarché head office

### From the M62 (westbound)

**Leave M62 at junction 25** signposted Dewsbury A644.

Turn **left** at the bottom of the slip road and follow the road until you reach a **roundabout** (A62) – **turn right**.

Follow the road up the hill until you reach your first set of **traffic lights** – **turn left** onto the B6118.

Continue **through a roundabout, over a humpback bridge and bear left at the bottom of the hill following the signs for Kirkheaton**.

**Keep on this road until you reach a set of traffic lights** (approximately two miles). **Go straight across at the lights**.

Continue along the B6118 to the village of Grange Moor. Past the church on your right and 200 metres ahead on your left is Jubilee Business Park. Bonmarché is at the far end of Jubilee Way.

### From the M62 (eastbound)

**Leave M62 at junction 25** – go right under the motorway, taking the first left exit signposted Huddersfield, then as above.

### From the M1 (northbound)

**Leave M1 at junction 38** signposted Huddersfield A637.

Follow this road straight **through the roundabout** and through the village of Flockton.

Continue straight **through the next roundabout**.

**Jubilee Business Park** is 200 metres ahead on your right. Bonmarché is at the far end of Jubilee Way.

### From the M1 (southbound)

**Leave M1 at junction 39** signposted Huddersfield.

Continue to the top of the hill, then turn **right at the roundabout** and go through the village of Flockton.

Continue straight **through the next roundabout**.

**Jubilee Business Park** is 200 metres ahead on your right. Bonmarché is at the far end of Jubilee Way.

## 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 overleaf). If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to 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).
2. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate 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 right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communication from the Company in accordance with Section 146 of the Companies Act 2006 ('nominated persons'). Nominated persons may have a right under an agreement with the registered shareholder who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
4. The 'Vote withheld' option 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.
5. 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 25 July 2017. 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.
6. Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST Manual. Shareholders wishing to vote online should visit [www.signalshares.com](http://www.signalshares.com) and follow the instructions.
7. The completion and return of this form will not preclude a member from attending the Meeting and voting in person. If you attend the Meeting in person, your proxy appointment will automatically be terminated.
8. The Form of Proxy may be returned using the pre-paid envelope provided to Capita Asset Services, 34 Beckenham Road, Beckenham, BR3 4TU. It must be received during usual business hours accompanied by any power of attorney under which it is executed (if applicable) no later than 12.00pm on Tuesday 25 July 2017.