

**FORM OF PROXY**

**Distil plc**

(Incorporated in England & Wales with registered number 3727483)

Please complete in block capitals:

I/We .....

Of .....

Being (a) Shareholder(s) of Distil plc (the “**Company**”) hereby appoint the chairman of the meeting/or (see Note 1)

.....

As my /our proxy to attend, vote and speak for me/us on my/our behalf at the annual general meeting of the Company to be held on 4 July 2017 at 11.00 a.m. at the offices of ONE Advisory Group Limited, 201 Temple Chambers, 3-7 Temple Avenue, London, EC4Y 0DT and at any adjournment thereof.

This form of proxy relates to ..... Ordinary Shares held by me/us in the Company (see Note 2).

I/we direct my/our proxy to vote on the resolutions set out in the notice convening the annual general meeting as follows:

RESOLUTION		FOR	AGAINST	VOTE WITHHELD (see Note 3)
ORDINARY RESOLUTIONS				
1.	To receive the annual report			
2.	To appoint as auditors Moore Stephens LLP			
3.	To empower the directors to allot relevant securities pursuant to Section 551 of the Act			
SPECIAL RESOLUTION				
4.	To disapply the pre-emptive rights contained in Section 561 of the Act			

Signed ..... this ..... day of ..... 2017

## NOTES

1. If you wish to appoint as your proxy some person other than the chairman of the meeting please insert in block capitals the full names of the person of your choice, delete the words “chairman of the meeting” and initial the alteration. A proxy need not be a member of the Company but must attend the meeting to represent you. If you wish your proxy to speak on your behalf at the meeting, you will need to appoint your own choice of proxy (not the chairman) and give your instructions directly to them.
2. If no number of shares is entered, the proxy will be authorised to act on your behalf in relation to your entire shareholding in the Company. To appoint more than one proxy, you may photocopy this form or (an) additional proxy form (s) may be obtained by contacting the Company’s registrars (see Note 10). On each proxy form, please enter the number of shares in relation to which that proxy is authorised to act on your behalf. The total number of shares entered on all the proxy forms you submit must not exceed the number of share you hold in the Company. All forms must be signed and should be returned together in the same envelope.
3. To direct your proxy how to vote on the resolutions, please mark the appropriate box with an “X. To abstain from voting on a resolution, select the relevant “Vote Withheld” box. A vote withheld is not a vote in law, which means the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will also vote or abstain at his or her discretion on any additional matter coming before the meeting.
4. In the case of a corporation, this form of proxy must be under seal or signed by a duly authorised officer or attorney.
5. In the case of joint holders, the signature of any one joint holder is sufficient. If more than one joint holder tenders a vote in person or by proxy, the vote of the person whose name stands first in the register will be accepted to the exclusion of the votes of the other joint holders.
6. To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney, must be returned by any of the following methods to the Company’s registrars, Share Registrars Limited:
  - By post in the pre-paid envelope provided, courier or by hand to Share Registrars The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR; or
  - By emailing a scanned copy to [proxies@shareregistrars.uk.com](mailto:proxies@shareregistrars.uk.com); or
  - By fax to 01252 719232

So as to be received no later than 48 hours before the time for holding the meeting, excluding weekends and public holidays.

7. When two or more valid, but differing, proxy forms are delivered in respect of the same share for use at the same meeting, the one which is signed last shall be treated as replacing and revoking the other or others as regards that share. If the Company is unable to

determine which proxy form was last validly delivered, none of them shall be treated as valid in respect of that share.

8. In accordance with Regulation 41 of the Uncertified Securities Regulations 2001, to have the right to attend and vote at the meeting a member must first have his or her name entered in the Company's register of members by no later than, 11 a.m. on 30 June 2017 or, if this meeting is adjourned, at 11 a.m. on the day two days prior to the adjourned meeting (excluding weekends and public holidays). Changes to entries on that register after that time shall be disregarded in determining the rights of any member to attend and vote at the meeting.
9. Appointing a proxy will not prevent you from attending the meeting and voting in person if you wish to do so. Your proxy appointment will automatically be terminated if you vote in person.
10. If you any queries about this form of proxy, please contact the Company's registrars, Share Registrars Limited, on telephone number 01252 821390 or email them at [enquiries@shareregistrars.uk.com](mailto:enquiries@shareregistrars.uk.com).