



VOID



**COURT MEETING – FORM OF PROXY  
MOSS BROS GROUP PLC**



[Empty rectangular box for name and address]

IVC:

[Empty rectangular box for IVC and Event code]

Event code:



I/We the undersigned being (a) holder(s) of ordinary shares of 5 pence each in the capital of Moss Bros Group plc (the "Company") hereby appoint the Chairman of the Meeting OR the following person:



Name of proxy (see Note 2):

Number of shares proxy appointed over (see Note 3):

[Two empty rectangular boxes for proxy name and number of shares]

as my/our proxy or proxies to exercise all of my/our rights to attend, speak and vote for me/us and on my/our behalf at the Court Meeting to be held at the offices of Moss Bros Group plc at 8 St Johns Hill, Clapham Junction, London SW11 1SA at 10.00 a.m. on 29 April 2020 and at any adjournment of that meeting, for the purposes of considering and if thought fit, approving the proposed scheme of arrangement (the "Scheme") referred to in the notice convening the Court Meeting.

Please tick here if this proxy appointment is one of multiple proxies being made (and refer to Note 3 above).

**PLEASE SIGN IN THE APPROPRIATE BOX TO INDICATE HOW YOU WISH YOUR VOTE TO BE CAST.**

RESOLUTION

**FOR** the Scheme:

**AGAINST** the Scheme:

[Empty rectangular box for 'FOR' vote]

[Empty rectangular box for 'AGAINST' vote]

**This form of proxy must be signed and dated below before it is posted to Link Asset Services (see note 6).**

Please return this Form of Proxy to the Company's registrars Link Asset Services, at PXS1, 34 Beckenham Road, Beckenham, BR3 4ZF not later than 10.00 a.m. on 27 April 2020.

Date [Empty rectangular box]



## NOTES

1. All eligible members are entitled to attend and vote at the meeting, whether or not they have returned a form of proxy. However, we strongly urge you to follow Government instructions in respect of the evolving situation regarding COVID-19 and the restrictions on social contact, public gatherings and non-essential travel. It is expected that the Company's attendance at the meeting in person will be limited to satisfy the requirements for a quorum. Any eligible member that attempts to physically attend the meeting will be refused admission in order to comply with Government public health instructions.
2. A holder of Scheme Shares who is entitled to attend and vote at the meeting is entitled to appoint a proxy to attend, speak and vote in his stead. If you wish to appoint a third party proxy other than the Chairman, please write their name in the box provided, and initial the insertion. If you wish to appoint the Chairman as proxy, please leave this box blank. A proxy need not be a member of the Company but must attend the meeting in person.
3. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. 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 the number of shares in relation to which they are authorised to act as your proxy. If you are appointing more than one proxy, you must complete a separate proxy form in respect of each appointment.

You can either obtain (an) additional proxy form(s) from the Company's registrars, Link Asset Services, by calling (0371 664 0300 (from within the UK) or +44 0371 664 0300 (calls are charged at the standard geographic rate and will vary by provider, calls outside the UK will be charged at the applicable international rate) or you may photocopy this form. The helpline is open between 9.00 a.m. (London time) to 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. On each form, you must indicate the number of shares in respect of which you are making the relevant appointment in the box provided.

Please return all the forms together and tick the box to indicate each form is one of multiple instructions being given. Please take care when completing the number of shares: failure to specify the number of shares to which each proxy appointment relates or specifying a number which, when taken together with the number of shares set out in the other proxy appointment(s), exceeds the total held by the member may result in some or all of your proxy appointments being invalid.
4. In the case of a corporation this form of proxy must be executed by a duly authorised person or under its common seal or in any other manner authorised by its constitution. In the case of an individual, this form of proxy must be signed by the individual or a person.
5. In the case of joint holders, the vote of the senior 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 shall be determined by the order in which the names stand in the Register of Members.
6. To be effective, this form of proxy, duly executed together with the power of attorney or other authority (if any) under which it is signed (or a duly certified copy thereof) must be received at the Company's registrars, Link Asset Services, at PXS1, 34 Beckenham Road, Beckenham BR3 4ZF not less than 48 hours before the time appointed for the holding of the meeting (in other words by 10.00 a.m. on 27 April 2020) or adjourned meeting.
7. Any alterations made in this form of proxy should be initialled.
8. Appointment of a proxy will not preclude a member from attending and voting in person at the meeting, or any adjournment thereof, should he subsequently decide to do so. However, if a member has appointed a proxy and attends the meeting in person, the relevant proxy appointment will automatically be terminated.
9. Members must be entered on the Company's share register at 6.00 p.m. on 27 April 2020 in order to be entitled to attend and vote at the meeting. Such members may only cast votes in respect of shares held at such time. If the meeting is adjourned, the time by which a person must be entered on the register in order to have the right to attend or vote at the adjourned meeting is 6.00 p.m. on the day falling two days prior to the date fixed for the adjourned meeting (excluding any part of the day that is not a working day). Changes to entries on the register of members after the relevant time will be disregarded in determining the rights of any person to attend or vote and the relevant meeting.
10. If two or more valid forms of proxy are delivered in respect of the same share, the one which is valid will be the one which was delivered last (regardless of its date or the date of its execution).
11. If you are a CREST member and wish to submit your form of proxy electronically through CREST, details of how to do so are set out in the Notice of Court Meeting in Part 10 of the Scheme Document.
12. Terms defined in the Scheme Document dated 7 April 2020 (the "**Scheme Document**") shall have the respective same meanings when used in this form of proxy, unless the context otherwise requires.

VOID

PLEASE USE REPLY-PAID ENVELOPE PROVIDED