

# Form of Proxy

I/We .....

of .....  
 (BLOCK CAPITALS PLEASE)

being (a) member(s) of Tyman plc appoint the Chairman of the meeting

or (see note 2) .....

of .....

as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company (the "Meeting") to be held at the offices of Pinsent Masons LLP, 30 Crown Place, London EC2A 4ES on 15 May 2015 at 10:30 am and at any adjournment thereof.

Please indicate with an X in the spaces provided how you wish your votes to be cast on the resolutions specified.

Resolution (The resolutions are set out in full in the notice of the Meeting)	For	Against	Vote Withheld	*
1. To receive and adopt the audited financial statements for the year ended 31 December 2014				
2. To approve the Directors' remuneration report for the financial year ended 31 December 2014				
3. To declare a final dividend of 6.00 pence per ordinary share				
4. To re-elect Jamie Pike as a Director				
5. To re-elect Louis Eperjesi as a Director				
6. To re-elect James Brotherton as a Director				
7. To re-elect Martin Towers as a Director				
8. To re-elect Angelika Westerwelle as a Director				
9. To elect Kirsten English as a Director				
10. To elect Mark Rollins as a Director				
11. To re-appoint PricewaterhouseCoopers LLP as independent auditors to the Company				
12. To authorise the Directors to set the auditors' remuneration				
13. To permit the Company to make political donations				
14. To authorise the Directors to allot securities, up to an aggregate nominal amount of £5,652,086				
15. To authorise the Directors to allot securities free from pre-emption rights, subject to certain specified limitations				
16. To authorise the Company to purchase its own shares				
17. To authorise the calling of general meetings on not less than 14 clear days' notice				
18. To approve the establishment of the Tyman Sharesave Plan				
19. To approve the establishment of the Tyman US Sharesave Plan				
20. To approve the establishment of further employee share plans based on the Tyman Sharesave Plan and the Tyman US Sharesave Plan				

PLEASE NOTE COMPLETED FORMS MUST BE RETURNED NO LATER THAN 10.30AM ON 13 MAY 2015

Subject to any voting instructions so given the proxy will vote, or may abstain from voting, on any resolution as he may think fit.

Signature ..... Dated this ..... day of ..... 2015.

**NOTES**

- A member of the Company entitled to attend and vote at the Annual General Meeting is also entitled to appoint a proxy or proxies to attend, speak and vote instead of him/her. A member may appoint more than one proxy in relation to the Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A proxy need not be a member of the Company. Appointment of a proxy will not preclude a member from attending and voting in person at the Meeting.
- If you so desire you may delete the words "the chairman of the meeting" and insert the name of your own choice of proxy, who need not be a member of the Company. Please initial such alteration. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box marked "" next to the name of the proxy you are appointing 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 Form of Proxy has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
- The Form of Proxy must be lodged at the Company's UK Registration Agent, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, by 10:30 am on 13 May 2015 in respect of the meeting. In default the proxy cannot be treated as valid.
- Alternatively, in the case of CREST members, voting may be effected by using the CREST electronic proxy appointment service. CREST members who wish to utilise the CREST service may do so by following the procedures described in the CREST manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message must be

- transmitted so as to be received by the Company's agent, Capita Asset Services (whose CREST ID is RA10) by the specified latest time for receipt of proxy appointments specified in the notice of Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed.
- A corporation should execute the Form of Proxy under its common seal or otherwise in accordance with section 44 of the Companies Act 2006 or under the hand of an officer or attorney duly authorised whose power of attorney or other authority should be enclosed with the Form of Proxy.
- If this Form of Proxy is executed under a power of attorney or other authority, such power of attorney or other authority or a notarially certified copy thereof must be lodged with the Registrars with the Form of Proxy.
- In the case of joint holders the vote of the senior joint member shall be accepted to the exclusion of the other joint holders, seniority being determined by the order in which the names stand in the register of members in respect of the joint holding.
- You can instruct your proxy how to vote on each resolution by ticking the "For" and "Against" boxes as appropriate (or entering the number of shares which you are entitled to vote). If you wish to abstain from voting on any resolution please tick the box which is marked "Vote Withheld". 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 votes "For" and "Against" a resolution. If you do not indicate on the Form of Proxy how your proxy should vote, he/she can exercise his/her discretion as to whether, and if so how, he/she votes on each resolution, as he/she will do in respect of any other business (including amendments to resolutions) which may properly be conducted at the Meeting.