

You may submit your proxy electronically at www.sharevote.co.uk using the below numbers.

BERENDSEN

Detach along dotted line

Berendsen plc
Form of Proxy for the Court Meeting

Claim No. CF-2017-004 585
In the High Court of Justice
Chancery Division
Companies Court
In the matter of Berendsen plc
– and –
In the matter of the Companies Act 2006

Voting ID:

Task ID:

Shareholder Reference Number:

By an order dated 27 July 2017 made pursuant to section 896 of the Companies Act 2006 in the matter of Berendsen plc (the "Company"), the Court has granted permission for a meeting of the Scheme Shareholders (as defined in the scheme document of the Company dated 28 July 2017 accompanying this Form of Proxy (the "Scheme Document")) to be convened for the purposes of considering and, if thought fit, approving (with or without modification) a scheme of arrangement pursuant to Part 26 of the Companies Act 2006 between the Company and the Scheme Shareholders referred to in the notice convening the Court Meeting (the "Scheme") and that such Court Meeting be held at the offices of Ashurst LLP, Broadwalk House, 5 Appold Street, London, EC2A 2AG on 31 August 2017 at 11:00 am (London time) (the "Court Meeting").

Form of Proxy for use at the Court Meeting of the Company at 11.00 am on 31 August 2017 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 Court Meeting or the following person.

Name	No. of shares

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 Court Meeting of the Company to be held at Ashurst LLP, Broadwalk House, 5 Appold Street, London, EC2A 2AG on 31 August 2017 at 11.00 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 Scheme at the Court Meeting. Please give instructions to your proxy by signing your name in the appropriate box. If you do not sign one of the boxes or if you sign both boxes then this Form of Proxy will be invalid.

	For the Scheme:	Against the Scheme:
1 To approve the Scheme (with or without modification)		

IMPORTANT: If you wish to vote for the Scheme, sign your name in the box marked "For the Scheme". If you wish to vote "Against the Scheme", sign your name in the box marked "Against the Scheme". Shareholders should refer to note 4 for ongoing instructions.

Dated

Notes on completing the Form of Proxy:

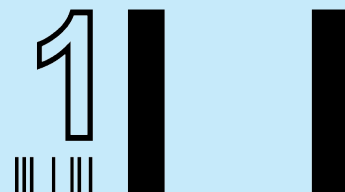
- 1 Full details of the Court Meeting, with explanatory notes, are set out in the Notice of Court Meeting which is set out in Part 13 of the Scheme Document. Before completing this Form of Proxy please also read the "Action to be Taken" section in the Scheme Document. Terms defined in the Scheme Document shall apply in this Form of the Proxy unless the context requires otherwise.
- 2 If you wish to appoint as your proxy someone other than the Chairman of the Court 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 the Court 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 Please indicate how you wish to vote with a signature in either box marked "For the Scheme" or the box marked "Against the Scheme". 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 be 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 Court Meeting and voting in person.

- 5 If you wish, you may register the appointment of one or more proxies for the Court Meeting electronically at 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 accompanying Notice of General Meeting). Such appointment must be received by Equiniti not later than 11.00 am on Tuesday 29 August 2017 (or if the Court 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 notarially), must also be received by Equiniti Limited at the address below not later than 11.00 am on Tuesday 29 August 2017 (or if the Court Meeting is adjourned, 48 hours before the time fixed for the holding of the adjourned meeting). However if forms of Proxy for use at the Court Meeting are not registered electronically as through CREST, forms of Proxy for use at the Court Meeting may be handed to a representative of Equiniti or the Chairman of the Court Meeting at the Court Meeting before the taking of the Poll.

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 notarially, not later than 11.00 am on Tuesday 29 August 2017 (or if the Court Meeting is adjourned, 48 hours before the time fixed for the holding of the adjourned meeting). However if forms of Proxy for use at the Court Meeting are not so lodged, forms of Proxy for use at the Court Meeting may be handed to a representative of Equiniti or the Chairman of the Court Meeting at the Court Meeting before the taking of the Poll.

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.

Terms defined in the Scheme Document shall have the same respective meanings when used in this form of Proxy unless otherwise defined herein.



Freepost RTHJ-CLLL-KBKU
Equiniti
Aspect House
Spencer Road
LANCING
BN99 8LU