

Morgan Advanced Materials plc

2020 ANNUAL GENERAL MEETING

Annual General Meeting on Thursday 7 May 2020 at Morgan Advanced Materials plc, Quadrant, 55-57 High Street, Windsor, Berkshire SL4 1LP at 10.30am (the Meeting).

Tel: +44 (0)1753 837000



Bar code:

Shareholder Reference Number:

NOTICE OF AVAILABILITY – NOTICE OF 2020 AGM
IMPORTANT – PLEASE READ CAREFULLY
You can access the 2020 Notice of Annual General Meeting (AGM) on the Company's website at www.morganadvancedmaterials.com under 'Invest In Us'.
If you wish to receive a paper copy of the Notice of AGM, please contact Equiniti Limited, Aspect House, Spencer Road, Lancing BN99 6DA.
Please note the deadline for receiving proxy appointments is 10.30am on Tuesday 5 May 2020

Registered in England and Wales No. 286773. Registered Office: Quadrant, 55-57 High Street, Windsor, Berkshire SL4 1LP

PLEASE TEAR HERE

Morgan Advanced Materials plc

PROXY FORM – 2020 ANNUAL GENERAL MEETING

You may use this form to appoint a proxy on your behalf.

Voting ID:

Task ID:

Shareholder Reference Number:

Important note: Please read note 1 carefully before completing this form

I/We the undersigned being a member(s) of the above Company and entitled to vote at the above-mentioned Meeting hereby appoint the Chairman of the Meeting or

Number of Shares
(see note 1 overleaf)

to act as my/our proxy at the Annual General Meeting to be held on Thursday 7 May 2020 at 10.30am at Morgan Advanced Materials plc, Quadrant, 55-57 High Street, Windsor, Berkshire SL4 1LP and at any adjournment thereof as directed below. I/We also authorise my/our proxy to vote (or withhold the vote) as he or she thinks fit in relation to any other matter which is properly put before the Meeting. Please indicate with an 'X' in the boxes below how you wish your vote to be cast in respect of the following resolutions (see note 3 overleaf).

Product ID: **5970-002-S**

Please tick here if this proxy appointment is one of multiple appointments being made (see note 2 overleaf).

Resolutions 1 to 13 will be proposed as ordinary resolutions.

Resolutions 14 to 17 will be proposed as special resolutions.

- | | For | Against | Vote withheld |
|--|--------------------------|--------------------------|--------------------------|
| 1 To receive the audited accounts and the Auditor's and Directors' Reports for the year ended 31 December 2019 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 To approve the Directors' Remuneration Report for the year ended 31 December 2019 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 To re-elect Jane Aikman as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 To re-elect Helen Bunch as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5 To re-elect Douglas Caster as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6 To re-elect Laurence Mulliez as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7 To re-elect Pete Raby as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8 To re-elect Peter Turner as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9 To elect Clement Woon as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10 To appoint Deloitte LLP as Auditor of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

- | | For | Against | Vote withheld |
|---|--------------------------|--------------------------|--------------------------|
| 11 To authorise the Audit Committee to determine the Auditor's remuneration | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 12 To authorise the Company and its subsidiaries to make political donations and incur political expenditure | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 13 To authorise the Directors to allot shares up to the specified limit | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 14 To empower the Directors to generally disapply pre-emption rights up to the specified limit | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 15 To empower the Directors to disapply pre-emption rights in connection with acquisitions or capital investments up to the specified limit | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 16 To authorise the Company to purchase its own Ordinary shares up to the specified limit | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 17 To enable the Company to convene a general meeting (other than AGMs) on at least 14 days' notice | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Signature

Date

The proxy form must be signed. In the case of joint accounts, one holder may sign the proxy form. The vote of the senior who tenders a vote will be taken to the exclusion of all others. In the case of a corporation, this form must be executed either under its common seal or under the hand of an Officer or Attorney duly authorised.

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NOTES RELATING TO THE PROXY FORM

1. In light of the measures taken by the Government to reduce the public health risks posed by the spread of the coronavirus (Stay at Home Measures), you will not be permitted to attend the AGM in person if such measures continue to apply on the date of the meeting. Every eligible shareholder does, however, have the right to appoint one or more proxies to exercise all or any of his or her rights on his or her behalf at the meeting, provided that if more than one proxy is appointed, each proxy is appointed to exercise rights attaching to different shares. The appointment of a proxy in relation to this year's AGM will be subject to the following special arrangements:
 - (i) if the Stay at Home Measures are in force at the date of the AGM and you wish to participate in the meeting, you should appoint the Chairman of the meeting as your proxy in order to do so. No other person(s) appointed as your proxy will be permitted to attend the meeting in person. If you appoint some other person or persons as your proxy, you shall, for so long as the Stay at Home Measures apply, be deemed to have appointed the Chairman of the meeting and not the other named person(s) as your proxy; and
 - (ii) if the Stay at Home Measures cease to apply before the date of the AGM and there are no other measures in place restricting attendance in person and you wish to participate in the meeting, you can appoint the Chairman of the meeting or some other person(s) as your proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. A proxy need not be a member of the Company. If you wish to appoint a person other than the Chairman of the meeting, please insert the name of your chosen proxy holder in the space provided.Accordingly, you should note that if you wish to appoint a person other than the Chairman of the meeting as your proxy in relation to the meeting, you can do so. However, if the Stay at Home Measures or other restrictions apply at the date of the meeting, your appointment will be construed as an appointment of the Chairman of the meeting as set out in sub-paragraph (i) above.

If your 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 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. A member may appoint a proxy by (i) completing this proxy form and sending it, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, to the Company's registrar, Equiniti Limited, Aspect House, Spencer Road, Lancing BN99 6DA so as to arrive not later than 10.30am on Tuesday 5 May 2020. Note that you may return the proxy form in an envelope to **FREEPOST RTHJ-CLLL-KBKU Equiniti, Aspect House, Spencer Road, Lancing BN99 8LU**; or (ii) if you are a user of the CREST system (including CREST Personal Members), having an appropriate CREST message transmitted (please see note 4 below); or (iii) electronically at www.sharevote.co.uk (see note 5). To appoint more than one proxy, an additional proxy form may be obtained by contacting Equiniti on 0371 384 2412. Lines are open 8.30am-5.30pm Monday-Friday (excluding bank holidays in England or Wales) or from outside the UK +44 121 415 0845, 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 box provided 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. You may instruct your proxy how to vote by marking the appropriate box next to each resolution. The resolutions are contained in the Notice of Meeting and further details are contained in the Explanatory notes in the Notice of Meeting. If in respect of any resolution you have not given

- specific instructions on how your proxy should vote, your proxy will have discretion to vote on that resolution in respect of the voting entitlement you granted to that proxy, as they see fit. Your proxy will also have discretion to vote as they see fit on any other business which may properly come before the Meeting, including amendments to resolutions, and at any adjournment of the Meeting. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution.
4. To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer's agent (ID number RA19) by 10.30am on Tuesday 5 May 2020. 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 issuer's agent is able to retrieve the message. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST Personal Members or other CREST sponsored members and those CREST Members who have appointed a voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings, please refer to the CREST Manual. The Company may treat a proxy appointment sent by CREST as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
 5. As an alternative to completing the hard copy proxy form, a shareholder may appoint a proxy electronically at www.sharevote.co.uk. For an electronic proxy appointment to be valid, the appointment must be received by Equiniti Limited no later than 10:30am on Tuesday 5 May 2020 (or, if the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting). Any electronic communication sent by a shareholder to the Company or Equiniti Limited which is found to contain a virus will not be accepted by the Company, but every effort will be made by the Company to inform the shareholder of the rejected communication.
 6. The Company specifies that only those holders of Ordinary shares of 25p each, registered in the register of members of the Company at close of business on Tuesday 5 May 2020 (or, in the event that the Meeting is adjourned, in the register of members at close of business on the day which is two days (excluding any part of a day that is not a working day) before the day of the adjourned Meeting) shall be entitled to attend and vote at the Meeting in respect of the number of Ordinary shares registered in their names at that time. Changes to entries on the register of members after close of business on Tuesday 5 May 2020 (or, in the event that the Meeting is adjourned, on the register of members after close of business on the day which is two days (excluding any part of a day that is not a working day) before the day of the adjourned Meeting) shall be disregarded in determining the rights of any person to attend or vote at the Meeting. Reference in this note to the right to attend the meeting shall as regards attendance at the meeting in person be read subject to Note 1 above.
 7. In the case of joint holders of Ordinary shares any one of such holders may vote at the Meeting, either personally or by proxy, in respect of those shares, and if more than one of such joint holders is present at the Meeting, either personally or by proxy, the joint holder whose name stands first on the register as one of such holders shall be entitled to vote in respect thereof.
 8. Except as provided above, members who wish to communicate with the Company in relation to the Meeting should do so using the means set out in the notes to the Notice of Meeting. No other methods of communication will be accepted. In particular you may not use any electronic address provided either in this proxy form or in any related documents to communicate with the Company for any purposes other than those expressly stated.
 9. Completion and return of this proxy form or appointment of a proxy via the CREST system will not preclude you from attending and voting at the Meeting should you wish to do so and provided that it is lawful to do so.

Business Reply Plus
Licence Number
RTAK-RLTY-REUA



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