



MR SAM SAMPLE
 DESIGNATION (IF ANY)
 MR JOINT HOLDER 1
 ADD1
 ADD2
 ADD3
 ADD4



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SG328


Uniphar p.l.c. (the “Company”) notifies you of the annual general meeting of the Company to be held at the Company’s registered office at 4045 Kingswood Road, Citywest Business Park, Co. Dublin, D24 V06K, Ireland on Wednesday 12 May 2021 at 11:00 a.m.

Shareholder Reference Number

C1234567890



Form of Proxy - Annual General Meeting to be held on 12 May 2021 at 11:00 a.m. (the “AGM”)



Cast your Proxy online...It’s fast, easy and secure!


www.eproxyappointment.com

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 917135

SRN: **C1234567890**

PIN: **1234**



To view the Notice of AGM and Annual Report online log on to: **www.uniphar.ie**

**To be effective, all proxy appointments must be lodged with the Company’s Registrar at:
 Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland
 or through the voting website, www.eproxyappointment.com, by 11:00 a.m. on Monday 10 May 2021**

Explanatory Notes:

1. A member who is entitled to attend, speak, ask questions and vote at the AGM of the Company is entitled to appoint a proxy to attend, speak, ask questions and vote on his or her behalf at the AGM or any adjournment thereof. A member may appoint more than one proxy to attend, speak, ask questions and vote at the AGM or any adjournment thereof in respect of ordinary shares held in different securities accounts. Only ordinary shareholders have the right to appoint a proxy to attend, speak, ask questions and vote on his/her/its behalf at the AGM or any adjournment thereof. Such a member acting as an intermediary on behalf of one or more clients may grant a proxy to each of its clients or their nominees and such intermediary may cast votes attaching to some of the ordinary shares differently from other ordinary shares held by it. The appointment of a proxy will not preclude an ordinary shareholder from attending, speaking, asking questions and voting at the AGM should such ordinary shareholder subsequently wish to do so. A proxy shall be bound by the constitution of the Company. A proxy need not be a member of the Company but must attend the meeting to represent you. Any ordinary shareholder wishing to appoint more than one proxy should contact the Registrars of the Company, Computershare Investor Services (Ireland) Limited, at 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland.
2. Persons who hold interests in Uniphar shares through the Euroclear Bank system or as CREST depository interests (CDIs) through the CREST system, wishing to appoint a proxy or submit voting instructions, should consult with their custodian, stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines of the respective systems.
3. To be effective, the Form of Proxy duly completed and executed, together with any original power of attorney or other authority under which it is executed, or a copy of such authority certified notarially or by a solicitor practising in the Republic of Ireland, must be deposited with the Registrars of the Company, Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland, so as to be received in any case no later than 48 hours before the time appointed for the AGM or any adjournment thereof or (in the case of a poll taken otherwise than at or on the same day as the AGM or any adjournment thereof) at least 48 hours before the taking of the poll at which it is to be used. Any alteration to the form must be initialled by the person who signs it.
4. Alternatively, subject to the constitution of the Company and provided it is received not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof or (in the case of a poll taken otherwise than at or on the same day as the AGM or any adjournment thereof) at least 48 hours before the taking of the poll at which it is to be used, the appointment of a proxy may:
 - i. be submitted by fax to +353 1 447 5572, provided it is received in legible form; or
 - ii. be submitted electronically, subject to the terms and conditions of electronic voting, via the internet by accessing the shareholder portal on the Computershare Investor Services (Ireland) Limited website www.eproxyappointment.com. You will need your control number, shareholder reference number and your PIN number, which can be found above on this Form of Proxy.
5. This Form of Proxy must (i) in the case of an individual member be signed by the appointor or by his/her/its attorney or submitted electronically by the member or his/her/its attorney; or (ii) in the case of a body corporate be executed either under its common seal or signed on its behalf by a duly authorised officer or attorney or submitted electronically in accordance with note 4.ii. above.
6. In the case of joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s) 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.
7. If you desire to appoint a proxy other than the Chairman of the AGM, please insert the proxy’s name in block capitals in the space provided and delete the words “the Chairman of the AGM or”. If you intend to appoint a proxy other than the Chairman of the AGM, we would ask that, as a contingency measure, you would additionally appoint the Chairman of the AGM as an alternative in the event the initially intended proxy is unable to attend for any reason (and does not appoint a substitute). This will facilitate your vote being included in a wider range of contingent scenarios.
8. A proxy (including a substitute proxy) shall be entitled at his or her discretion and without notice to you to (i) nominate and appoint any person to be a substitute proxy for him or her for any of the purposes contemplated by this Form of Proxy with liberty to revoke any such appointment at his or her discretion and/or (ii) replace such substitute proxy with any other person at his or her discretion (each of the foregoing being, a Substitute Proxy). A proxy shall provide any Substitute Proxy with a copy (electronic or otherwise) of this Form of Proxy where possible. A Substitute Proxy shall be bound by, and shall be entitled to act in all respects in accordance with, the terms of this Form of Proxy. All references to ‘proxy’ shall be deemed to include persons who are Substitute Proxies for the time being. Please indicate how you wish your proxy to vote by marking the appropriate box. You may direct your proxy to vote “For”, “Against”, to “Abstain” your vote or give him/her/it “Discretion” to vote as he/she/it wishes by marking as appropriate. If no such specific instructions are given, the proxy will vote or abstain from voting at his/her/its discretion. The abstain option is provided to enable you to abstain on any particular resolution. **It should be noted that a vote cast as abstain is not a vote in law and will not be counted in the calculation of the proportion of votes “For” and “Against” the resolutions.**
9. On any other business which may properly come before the AGM or any adjournment thereof, and whether procedural, administrative and/or substantive in nature (including, without limitation, any motion to amend a resolution or adjourn the AGM) not specified in the Notice of the AGM or this Form of Proxy, the proxy will act at his/her/its discretion.
10. If you are appointing a proxy other than the Chairman of the AGM or any other officer of the Company, please provide him/her/it with the Attendance Card attached hereto where possible to facilitate his/her/its attendance.
11. Pursuant to Section 1087G of the Companies Act 2014 entitlement to attend and vote at the AGM, or if relevant, any adjournment thereof, and the number of votes which may be cast thereat will be determined by reference to the register of members of the Company at the close of business on 8 May 2021 or if the AGM is adjourned, the close of business on the day that falls four days before the time appointed for the adjourned AGM. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the AGM.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services (Ireland) Limited accept no liability for any instruction that does not comply with these conditions.

All Holders

MR A SAMPLE
 <Designation>
 ADDITIONAL HOLDER 1
 ADDITIONAL HOLDER 2
 ADDITIONAL HOLDER 3
 ADDITIONAL HOLDER 4

Poll Card

To be completed **only** at the AGM if a Poll is called.

Resolutions (see note 7 overleaf)

Ordinary Resolutions

	For	Against	Discretion	Abstain
1. To receive and consider the financial statements of the Company for the year ended 31 December 2020 together with the reports of the Directors and Auditors thereon, and to review the Company's affairs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To declare a final dividend of €4.2m (being €0.01538 per share) on the ordinary shares for the year ended 31 December 2020.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. 3(a) To re-elect Tim Dolphin, who retires by rotation in accordance with Article 85 of the Articles of Association of the Company, as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(b) To re-elect Padraic Dempsey, who retires by rotation in accordance with Article 85 of the Articles of Association of the Company, as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(c) To re-elect Paul Hogan, who retires by rotation in accordance with Article 85 of the Articles of Association of the Company, as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(d) To re-elect Maurice Pratt, as Chairman and Director, who having served on the Board for more than nine years is subject to annual re-election.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. 4(a) To elect Jeff Berkowitz, who retires in accordance with Article 88(b) of the Articles of Association of the Company, as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4(b) To elect Jim Gaul, who retires in accordance with Article 88(b) of the Articles of Association of the Company, as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Discretion	Abstain
4(c) To elect Liz Hocter, who retires in accordance with Article 88(b) of the Articles of Association of the Company, as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To authorise the Directors to fix the remuneration of the Company's Auditors for the year ending 31 December 2021.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To authorise the Directors to allot relevant securities.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolutions				
7. To approve the dis-application of pre-emption rights in specified circumstances.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To approve the dis-application of pre-emption rights in additional circumstances for financing an acquisition or other capital investment.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To authorise the making of market purchases of the Company's Ordinary Shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To fix the price range for re-issuance of treasury shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

Form of Proxy

I/We hereby appoint the Chairman of the AGM OR the following person

Please leave this box blank if you have selected the Chairman of the AGM. Do not insert your own name(s).

*



C1234567890



as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf on any matter at the annual general meeting of Uniphar p.l.c. to be held at the Company's registered office at 4045 Kingswood Road, Citywest Business Park, Co. Dublin, D24 V06K, Ireland on Wednesday 12 May 2021 at 11:00 a.m. and at any adjournment thereof. I/We direct that my/our vote(s) be cast on the specified resolutions as indicated by an X in the appropriate box.

* For the appointment of more than one proxy, please refer to Explanatory Note 1 (see front).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example. You can also instruct your proxy not to vote on a resolution by inserting an "X" in the vote withheld box.



Resolutions (see note 7 overleaf)

Ordinary Resolutions

	For	Against	Discretion	Abstain
1. To receive and consider the financial statements of the Company for the year ended 31 December 2020 together with the reports of the Directors and Auditors thereon, and to review the Company's affairs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To declare a final dividend of €4.2m (being €0.01538 per share) on the ordinary shares for the year ended 31 December 2020.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. 3(a) To re-elect Tim Dolphin, who retires by rotation in accordance with Article 85 of the Articles of Association of the Company, as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(b) To re-elect Padraic Dempsey, who retires by rotation in accordance with Article 85 of the Articles of Association of the Company, as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(c) To re-elect Paul Hogan, who retires by rotation in accordance with Article 85 of the Articles of Association of the Company, as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(d) To re-elect Maurice Pratt, as Chairman and Director, who having served on the Board for more than nine years is subject to annual re-election.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. 4(a) To elect Jeff Berkowitz, who retires in accordance with Article 88(b) of the Articles of Association of the Company, as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4(b) To elect Jim Gaul, who retires in accordance with Article 88(b) of the Articles of Association of the Company, as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Discretion	Abstain
4(c) To elect Liz Hocter, who retires in accordance with Article 88(b) of the Articles of Association of the Company, as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To authorise the Directors to fix the remuneration of the Company's Auditors for the year ending 31 December 2021.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To authorise the Directors to allot relevant securities.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To approve the dis-application of pre-emption rights in specified circumstances.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolutions				
8. To approve the dis-application of pre-emption rights in additional circumstances for financing an acquisition or other capital investment.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To authorise the making of market purchases of the Company's Ordinary Shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To fix the price range for re-issuance of treasury shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/We direct my/our proxy to vote on the resolutions proposed at the AGM as indicated on this form. Where no instruction appears above as to how the proxy should vote the proxy may vote as he/she/it sees fit or abstain in relation to any business of the meeting.

Signature

Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

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