

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own professional advice from your stockbroker, bank manager, accountant or other independent adviser authorised under the Financial Services and Markets Act 2000 immediately.

If you have sold or transferred all of your ordinary shares in Wilmington plc, please send this document, together with the accompanying form of proxy, immediately to the purchaser or transferee or to the person who arranged the sale or transfer so they can send these documents to the purchaser or transferee.

WILMINGTON plc

(registered in England and Wales with registered no 3015847)

Notice of 2017 Annual General Meeting

Notice of the Annual General Meeting of the Company to be held at the offices of Canaccord Genuity Limited, 88 Wood Street, London, EC2V 7QR on 2 November 2017 at 10.00 am is set out on pages 6 to 9 of this document. A form of proxy for use at the Meeting is also enclosed with this document. Shareholders are requested to complete and return forms of proxy as soon as possible to the Company's Registrars, Equiniti Limited at Aspect House, Spencer Road, Lancing BN99 6DA (or by email to proxy.votes@equiniti.com) and, in any event, so as to be received no later than 48 hours (excluding any part of a day that is not a working day) before the time fixed for the Meeting, whether or not they propose to attend the Meeting.

WILMINGTON plc

(registered in England and Wales with registered no 3015847)

Directors

Mark Asplin (Non-Executive Chairman)
Pedro Ros (Chief Executive Officer)
Anthony Foye (Chief Financial Officer)
Derek Carter (Non-Executive Director)
Nathalie Schwarz (Non-Executive Director)
Paul Dollman (Non-Executive Director)

Registered Office

6-14 Underwood Street
London
N1 7JQ
2 October 2017

Definitions

The following definitions apply throughout this document (other than the notice of the Annual General Meeting set out on pages 6 to 9 of this document) unless the context requires otherwise:

“Act”: the Companies Act 2006;

“Annual General Meeting” or “Meeting”: the annual general meeting of the Company convened for 2 November 2017, notice of which is set out on pages 6 to 9 of this document;

“Annual Report”: the annual report and financial statements of the Company for the year ended 30 June 2017 accompanying this document;

“Company” or “Wilmington”: Wilmington plc;

“Directors” or “Board”: the directors of the Company for the time being; and

“Ordinary Shares”: ordinary shares of £0.05 each in the capital of the Company.

To holders of Ordinary Shares

Dear Shareholder,

2017 Annual General Meeting

I am writing to give you notice of this year's Annual General Meeting and details of the resolutions to be proposed at the Meeting.

The notice convening this year's Annual General Meeting for 2 November 2017 at 10.00 am at the offices of Canaccord Genuity Limited, 88 Wood Street, London, EC2V 7QR is to be found on pages 6 to 9 of this document and sets out the resolutions to be proposed at the Meeting.

Explanatory notes in respect of the resolutions in the notice convening the Meeting are set out below.

Shareholders should read the contents of this document in conjunction with the Annual Report.

Resolutions 1 to 12 comprise the ordinary business of the Meeting and resolutions 13 to 17 comprise the special business of the Meeting. Resolutions 1 to 14 will each be proposed as an ordinary resolution. This means that, for each of those resolutions to be passed, more than half the votes cast must be in favour of the resolution. Resolutions 15 to 17 will each be proposed as a special resolution. This means that, for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolution 1 – Annual Report and Accounts

The Directors are required to lay the Company's audited financial statements and the Directors' and auditor's reports before shareholders each year at the annual general meeting. The audited financial statements and the Directors' and auditor's reports for the year ended 30 June 2017 are included in the Annual Report.

Resolution 2 – Approval of Directors' Remuneration Report

The Directors are required to prepare an annual report (the “Directors' Remuneration Report”) detailing the remuneration and benefits paid, and share awards and incentives granted, to the Directors during the financial year, the Directors' remuneration policy and a statement from the chairman of the Company's remuneration committee and to seek shareholder approval in respect of the Directors' Remuneration Report (other than the Directors' remuneration policy) every year. The Directors' Remuneration Report for the year ended 30 June 2017 is set out on pages 47 to 62 of the Annual Report. The resolution to approve the Directors' Remuneration Report (other than the part of the Report containing the Directors' remuneration policy) is an advisory vote only and the Directors' entitlements to remuneration are not conditional upon it.

Resolution 3 – Approval of Directors’ Remuneration Policy

The Directors’ remuneration policy is subject to a binding shareholder vote at least once every three years. The Directors’ remuneration policy was last approved by shareholders at the Company’s annual general meeting in 2014. The Directors’ Remuneration Report contains, on pages 55 to 62 of the Annual Report, details of the proposed policy for Directors’ remuneration (including payments for loss of office) going forward (the “Directors’ Remuneration Policy”). The resolution seeks approval of the Directors’ Remuneration Policy and is binding. If the resolution is passed, the Directors’ Remuneration Policy will take effect from the conclusion of the Annual General Meeting and the Company will not be able to make any remuneration payments or payments for loss of office to Directors or former directors unless the payment is consistent with the Directors’ Remuneration Policy or, to the extent it is not, it has been approved by an ordinary resolution of the shareholders. The Directors’ Remuneration Policy, if approved, will remain valid for three years without the need for further shareholder approval. However, if the Company wished to change the Directors’ Remuneration Policy it would need to put the revised policy to a shareholder vote again before it could implement the new policy.

Resolution 4 – Declaration of final dividend

If shareholders approve the recommended final dividend proposed by the resolution, the dividend will be paid on 17 November 2017 to all holders of Ordinary Shares who were on the register of members on 20 October 2017.

Resolutions 5 to 10 – Re-appointment of Directors

Under the Company’s articles of association, at every annual general meeting Directors who were in office at each of the two preceding annual general meetings of the Company and did not retire at either of those meetings, and Directors appointed by the Board since the last annual general meeting, are required to retire from office and, if they wish, offer themselves for reappointment. As with previous years, the Board has resolved to follow the provisions of the UK Corporate Governance Code that require all Directors to be subject to annual reappointment. Therefore, Mark Asplin, Pedro Ros, Anthony Foye, Derek Carter, Nathalie Schwarz and Paul Dollman will retire, and are offering themselves for reappointment as Directors, at the Meeting in accordance with the provisions of the UK Corporate Governance Code.

As you know the Company announced last week that I intend to retire as Chairman and step down from the Board during 2018. It was always my plan not to seek reappointment at the annual general meeting in 2018. However, having reflected on Anthony Foye’s decision to step down from the Board in June 2018, which was announced by the Company last month, I consider that it will be in the best interests of the Company to accelerate my own plans. The Board believes that my participation in broadly concurrent processes led by the Company’s Senior Independent Director, Derek Carter, to find a new Chief Financial Officer and Chairman will help ensure stability and continuity of the senior management team for the benefit of Wilmington’s employees and other stakeholders alike. Accordingly both Anthony Foye and I will be offering ourselves for reappointment at the Meeting.

Biographical details of the Directors who are being proposed for reappointment at the Meeting are set out on pages 34 to 36 of the Annual Report, and information about their service contracts and letters of appointment is set out on page 54 of the Annual Report.

Following completion of the Company’s annual evaluation of the Directors (a summary of which is on page 38 of the Annual Report) it is the view of the Board that the Directors continue to perform effectively and that it is appropriate for the Directors to continue to serve as Directors.

The Board accordingly supports and recommends the reappointment of each of the Directors.

Resolutions 11 and 12 – Reappointment and remuneration of auditors

In accordance with the Act, the auditors of a company must be reappointed at each general meeting at which accounts are laid. Resolution 11 proposes the reappointment of the Company’s existing auditors, PricewaterhouseCoopers LLP, until the conclusion of the next general meeting of the Company at which accounts are laid.

Resolution 12 follows best practice in corporate governance by separately seeking authority for the Directors to determine the auditors’ remuneration.

Resolution 13 – Renewal of authority to allot relevant securities

The resolution seeks shareholder approval to grant the Directors a general authority to allot Ordinary Shares, or grant rights to subscribe for or convert securities into Ordinary Shares, in accordance with section 551 of the Act. The resolution, if passed, will authorise the Directors to allot, or grant rights to subscribe for or convert securities into, Ordinary Shares:

- (a) up to a maximum nominal amount of £1,456,901 which amounts to 29,138,020 Ordinary Shares and represents approximately one-third of the issued ordinary share capital of the Company as at 29 September 2017 (being the latest practicable date before publication of this document) (excluding treasury shares); and
- (b) in line with guidelines issued by the Investment Association, in connection with a rights issue only, up to a maximum nominal amount of £2,913,802 which amounts to 58,276,040 Ordinary Shares and represents approximately two-thirds of the issued ordinary share capital of the Company as at 29 September 2017 (excluding treasury shares) as reduced by the aggregate nominal amounts of any allotments or grants made pursuant to the authority granted by paragraph (a) of the resolution.

The authority granted by this resolution, which replaces that which was granted at last year’s annual general meeting, will expire at the conclusion of the annual general meeting of the Company to be held in 2018 or the date being 15 months after the date of the passing of this resolution, whichever is the earlier. The Directors intend to seek renewal of this authority at future annual general meetings.

Other than fulfilling the Company's obligations pursuant to the exercise of options granted under the Company's employee share option schemes and awards granted under the Company's performance share plans, the Directors have no present intention to exercise this authority.

As at close of business on 29 September 2017, the Company held 46,584 Ordinary Shares in treasury which represents approximately 0.05 per cent of the Company's issued ordinary share capital (excluding treasury shares) at that date.

Resolution 14 – New Performance Share Plan

The resolution seeks shareholder approval for the Wilmington Performance Share Plan 2017. This plan is being introduced to replace the Wilmington Group plc 2007 Performance Share Plan, which expires in November 2017.

A summary of the principal terms of the new plan is set out in the Appendix to this document.

Resolution 15 – Disapplication of pre-emption rights

The resolution seeks shareholder approval to authorise the Directors to allot Ordinary Shares and other equity securities for cash, or to sell treasury shares for cash, without first offering them to existing shareholders in proportion to their existing holdings as required by section 561 of the Act. The resolution, if passed, will authorise the Directors, at their discretion, to allot equity securities otherwise than pro rata to existing shareholdings:

- (a) in connection with a rights issue or other pre-emptive offer which is made not strictly in accordance with section 561 of the Act; or
- (b) otherwise having a nominal value of up to £218,419 which amounts to 4,368,380 Ordinary Shares and represents approximately 5 per cent. of the issued ordinary share capital of the Company as at 29 September 2017 (excluding treasury shares).

The authority, if granted, will extend to the sale of any shares in the Company held as treasury shares in the circumstances described above.

The authority granted by this resolution, which replaces that which was granted at last year's annual general meeting, will expire at the conclusion of the annual general meeting of the Company to be held in 2018 or the date being 15 months after the date of the passing of this resolution, whichever is the earlier. The Directors intend to seek renewal of this authority at future annual general meetings.

The resolution is in line with guidance issued by the Investment Association (as updated in July 2016) and the Pre-Emption Group's Statement of Principles (as updated in March 2015) (the "Statement of Principles"), and the template resolutions published by the Pre-Emption Group in May 2016.

The Directors confirm that they will have due regard to the Statement of Principles, including in particular the requirement for advance shareholder consultation before making any issues of Ordinary Shares for cash on a non pre-emptive basis that exceeds 7.5 per cent. of the issued ordinary share capital of the Company (excluding treasury shares) in any rolling three-year period.

Other than fulfilling the Company's obligations pursuant to the exercise of options granted under the Company's employee share option schemes and awards granted under the Company's performance share plans, the Directors have no present intention to exercise the authority granted by this resolution.

Resolution 16 – Authority to purchase own shares

The resolution seeks shareholder approval to authorise the Company to make market purchases of its Ordinary Shares. The proposed authority will be limited to a maximum of 8,736,749 Ordinary Shares representing approximately 10 per cent. of the issued ordinary share capital of the Company as at 29 September 2017 (excluding treasury shares) and will expire at the conclusion of the annual general meeting of the Company to be held in 2018 or the date being 15 months after the date of the passing of the resolution, whichever is the earlier.

The maximum price, exclusive of expenses, that may be paid for an Ordinary Share will be an amount which is not more than the higher of (i) 105 per cent. of the average of the middle market prices for an Ordinary Share (as derived from the London Stock Exchange Daily Official List) for the five business days immediately preceding the date of purchase, and (ii) the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share on the trading venue where the purchase is carried out, and the minimum price that may be paid for an Ordinary Share will be its nominal value.

Options and awards over an aggregate of 1,661,363 Ordinary Shares were outstanding as at 29 September 2017 representing approximately 1.90 per cent. of the Company's issued share capital at that date (excluding treasury shares) and which would represent approximately 1.73 per cent. of the Company's issued share capital (excluding treasury shares) if the proposed authority being sought at the Annual General Meeting to buy back 8,736,749 Ordinary Shares was exercised in full.

The resolution will also permit the Company to hold any Ordinary Shares purchased by it in treasury instead of cancelling them. Ordinary Shares held in treasury can subsequently be cancelled, sold for cash or used to satisfy share options and awards granted under employee share option schemes and performance share plans and would therefore provide the Company with additional flexibility in the management of its capital base. As at 29 September 2017, the Company held 46,584 Ordinary Shares in treasury representing approximately 0.05 per cent of the Company's issued share capital (excluding treasury shares). The Directors would consider holding as treasury shares any shares which the Company purchases pursuant to the authority proposed to be granted by this resolution. In relation to any repurchased shares held in treasury however, unless such shares are subsequently cancelled, earnings per share will only be increased on a temporary basis until such time as the shares are subsequently sold out of treasury.

The resolution complies with the current guidelines issued by the investor protection committees and the Directors will have regard to any guidelines issued by the investor protection committees which may be published at the time of any such purchase, holding or resale of treasury shares.

Resolution 17 – Notice of General Meetings

The resolution seeks shareholder approval to renew the authority granted at last year's annual general meeting to enable the Company to hold general meetings (other than annual general meetings) on 14 clear days' notice.

This resolution is required under section 307A of the Act. Under that section, a traded company which wishes to be able to call general meetings (other than an annual general meeting) on 14 clear days' notice must obtain shareholders' approval.

The approval, if granted, will be valid up to the next annual general meeting of the Company when it is intended a similar resolution will be proposed. The Company will also need to meet requirements for voting by electronic means under section 307A of the Act before it can call a general meeting on 14 clear days' notice. The Directors do not intend to use the shorter notice period other than in certain limited circumstances such as for time-sensitive matters, where to do so would be to the benefit of the Company's shareholders as a whole.

Action to be taken

You will find enclosed with this document a form of proxy for use at the Meeting. Whether or not you intend to be present at the Meeting, you are requested to complete and return the form of proxy to the Company's Registrars, Equiniti Limited at Aspect House, Spencer Road, Lancing BN99 6DA (or by email to proxy.votes@equiniti.com), in accordance with the instructions printed thereon as soon as possible and, in any event, so as to be received no later than 48 hours (excluding any part of a day that is not a working day) before the time fixed for the Meeting.

Completion and return of the form of proxy will not however prevent you from attending the Meeting and voting in person if you should wish to do so.

Recommendation

The Directors unanimously recommend you to vote in favour of all of the resolutions to be proposed at the Meeting, as they intend to do in respect of their own beneficial shareholdings, and consider that they are in the best interests of the Company and the shareholders as a whole and are most likely to promote the success of the Company for the benefit of the shareholders as a whole.

Yours faithfully,

Mark Asplin
Chairman

WILMINGTON plc

(registered in England and Wales with registered no 3015847)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2017 Annual General Meeting of the Company (the "Meeting") will be held at the offices of Canaccord Genuity Limited, 88 Wood Street, London, EC2VR 7QR on 2 November 2017 at 10.00 am for the purpose of considering and, if thought fit, passing the following resolutions (which will be proposed, in the case of resolutions 1 to 14 (inclusive), as ordinary resolutions and, in the case of resolutions 15 to 17 (inclusive), as special resolutions):

Ordinary Resolutions

1. To receive the audited financial statements of the Company for the financial year ended 30 June 2017 together with the directors' report and the auditors' reports set out therein.
2. To approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy) for the financial year ended 30 June 2017 (as set out on pages 47 to 62 of the accompanying 2017 Annual Report and Financial Statements).
3. To approve the Directors' Remuneration Policy (as set out on pages 55 to 62 of the accompanying 2017 Annual Report and Financial Statements), such Policy to take effect from the conclusion of the Meeting.
4. To declare a final dividend of 4.6 pence per ordinary share for the financial year ended 30 June 2017 as recommended by the Directors.
5. To reappoint as a Director Mark Asplin who offers himself for annual reappointment in accordance with the provisions of the UK Corporate Governance Code.
6. To reappoint as a Director Pedro Ros who offers himself for annual reappointment in accordance with the provisions of the UK Corporate Governance Code.
7. To reappoint as a Director Anthony Foye who offers himself for annual reappointment in accordance with the provisions of the UK Corporate Governance Code.
8. To reappoint as a Director Derek Carter who offers himself for annual reappointment in accordance with the provisions of the UK Corporate Governance Code.
9. To reappoint as a Director Nathalie Schwarz who offers herself for annual reappointment in accordance with the provisions of the UK Corporate Governance Code.
10. To reappoint as a Director Paul Dollman who offers himself for annual reappointment in accordance with the provisions of the UK Corporate Governance Code.
11. To reappoint PricewaterhouseCoopers LLP as the auditors of the Company to hold office from the conclusion of the Meeting until the conclusion of the next general meeting at which accounts are laid before the Company.
12. To authorise the Directors to determine the remuneration of the auditors of the Company.
13. That the Directors be and are generally and unconditionally authorised (in substitution for any existing such authority, to the extent unused but without prejudice to any allotment of relevant securities already made or agreed to be made pursuant to such authority) in accordance with section 551 of the Companies Act 2006 (the "Act") to exercise all powers of the Company to allot relevant securities (as defined below):
 - (a) up to an aggregate nominal amount of £1,456,901; and
 - (b) comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £2,913,802 (such amount to be reduced by the aggregate nominal amounts of any relevant securities (as defined below) allotted pursuant to the authority in sub-paragraph (a) above) in connection with an offer by way of a rights issue:
 - (i) to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective existing holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange,

provided that this authority shall expire at the conclusion of the annual general meeting of the Company to be held in 2018 or the date being 15 months after the date of the passing of this resolution (whichever is the earlier), save that the Company may before such expiry make offers or agreements which would or might require relevant securities (as so defined) to be allotted after such authority expires and the Directors may allot relevant securities (as so defined) in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

For the purposes of this resolution, "relevant securities" means:

- shares in the Company other than shares allotted pursuant to:
 - (i) an employee share scheme (as defined by section 1166 of the Act);
 - (ii) a right to subscribe for shares in the Company where the grant of the right itself constitutes a relevant security; or
 - (iii) a right to convert securities into shares in the Company where the grant of the right itself constitutes a relevant security; and
- any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme (as defined by section 1166 of the Act). References to the allotment of relevant securities in this resolution include the grant of such rights.

14. That:

- (a) the rules of the Wilmington Performance Share Plan 2017 (the "PSP 2017"), in the form produced to the Meeting and initialled by the Chairman of the Meeting for the purposes of identification and the principal terms of which are summarised in the Appendix to the circular to the Company's shareholders containing this notice of the Meeting, be and are hereby approved and the Directors be and are generally authorised to adopt the PSP 2017 and to do all acts and things that they consider necessary or expedient to give effect to the PSP 2017; and
- (b) the Directors be and are hereby authorised to adopt further schemes based on the PSP 2017 but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any share made available under such further schemes are treated as counting against any limits on individual or overall participation in the PSP 2017.

Special Resolutions

15. That, subject to the passing of resolution 13 above, the Directors be and are generally and unconditionally authorised (in substitution for any existing such authority, to the extent unused but without prejudice to any allotment of equity securities or sale of treasury shares already made or agreed to be made pursuant to such authority) in accordance with sections 570 and 573 of the Act to allot equity securities (as defined in section 560 of the Act) for cash under the authority conferred by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, provided that such authority shall be limited to:

- (a) the allotment of equity securities and/or the sale of treasury shares in connection with an offer of equity securities (but, in the case of the authority granted under sub-paragraph (b) of resolution 13 above, by way of a rights issue only):
 - (i) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange; and
- (b) the allotment of equity securities and/ or the sale of treasury shares (otherwise than pursuant to sub-paragraph (a) above) to any person up to an aggregate nominal amount of £218,419,

provided that this authority shall expire at the conclusion of the annual general meeting of the Company to be held in 2018 or the date being 15 months after the date of the passing of this resolution (whichever is the earlier), save that the Company may before such expiry make offers or agreements which would or might require equity securities (as so defined) to be allotted (and/or treasury shares to be sold) after such authority expires and the Directors may allot equity securities (and/or sell treasury shares) in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

16. That the Company be and is generally and unconditionally authorised to make one or more market purchases (as defined in section 693(4) of the Act) of ordinary shares of £0.05 each in the capital of the Company ("ordinary shares") on such terms and in such manner as the Directors may from time to time determine, provided that:

- (a) the maximum aggregate number of ordinary shares authorised to be purchased is 8,736,749 ordinary shares (representing approximately 10 per cent. of the issued share capital of the Company as at 29 September 2017);
- (b) the maximum price (excluding expenses) which may be paid for each ordinary share is not more than the higher of: (i) 105 per cent. of the average of the middle market prices for an ordinary share (as derived from the London Stock Exchange Daily Official List) for the five business days immediately preceding the date of purchase; and (ii) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out;
- (c) the minimum price (excluding expenses) which may be paid for each ordinary share is £0.05;
- (d) unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the annual general meeting of the Company to be held in 2018 or the date being 15 months after the date of the passing of this resolution (whichever is the earlier); and
- (e) the Company may, before the expiry of this authority, make a contract to purchase ordinary shares under the authority hereby conferred which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of its ordinary shares in pursuance of such a contract, as if such authority had not expired.

17. That a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice.

By Order of the Board

Daniel Barton
Company Secretary
2 October 2017

Registered Office
6-14 Underwood Street
London
N1 7JQ

Notes:**Website address**

1. Information regarding the Meeting, including the information required by section 311A of the Act, is available from www.wilmingtonplc.com.

Entitlement to attend and vote

2. Only those members registered on the Company's register of members:
 - at 6.30 pm on 31 October 2017; or,
 - if this Meeting is adjourned, at 6.30 pm on the day two days prior to the adjourned meeting, shall be entitled to attend and vote at the Meeting.

Appointment of Proxies

3. Members entitled to attend, speak and vote at the Meeting (in accordance with note 2 above) are entitled to appoint one or more proxies to attend, speak and vote in their place. If you wish to appoint a proxy, please use the Form of Proxy enclosed with this document or follow the instructions at note 8 below if you wish to appoint a proxy through the CREST electronic proxy appointment service. In the case of joint members, only one need sign the Form of Proxy. The vote of the senior joint member will be accepted to the exclusion of the votes of the other joint members. For this purpose, seniority will be determined by the order in which the names of the members appear in the register of members in respect of the joint shareholding (the first-named being the most senior). The completion and return of the Form of Proxy or the appointment of a proxy through CREST will not stop you attending and voting in person at the Meeting should you wish to do so. A proxy need not be a member of the Company. You may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by you. If you choose to appoint multiple proxies use a separate copy of this form (which you may photocopy) for each proxy, and indicate after the proxy's name the number of shares in relation to which they are authorised to act (which, in aggregate, should not exceed the number of ordinary shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned in the same envelope.
4. You can appoint the Chairman of the Meeting, or any other person, as your proxy. If you wish to appoint someone other than the Chairman, cross out the words "the Chairman of the Meeting or" on the Form of Proxy and insert the full name of your appointee.
5. 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. A company should execute the Form of Proxy under its common seal or otherwise by signature on its behalf by a duly authorised officer or attorney whose power of attorney or other authority should be enclosed with the Form of Proxy.
6. If the Chairman, as a result of any proxy appointments, is given discretion as to how the votes subject of those proxies are cast and voting rights in respect of those discretionary proxies, when added to the interest in the Company's securities already held by the Chairman, result in the Chairman holding such number of voting rights that he has a notifiable obligation under the Disclosure and Transparency Rules, the Chairman will make the necessary notifications to the Company and the Financial Services Authority. As a result, any member holding 3 percent or more of the voting rights in the Company, who grants the Chairman a discretionary proxy in respect of some or all of those voting rights and so would otherwise have a notification obligation under the Disclosure and Transparency Rules, need not make a separate notification to the Company and the Financial Conduct Authority.

Appointment of Proxy using Hard Copy Form

7. The Form of Proxy and any power of attorney (or a notarially certified copy or office copy thereof) under which it is executed must be received by Equiniti Limited, Aspect House, Spencer Road, Lancing BN99 6DA (or by email at proxy.votes@equiniti.com) by 10.00 am on 31 October 2017 in respect of the Meeting. Any Forms of Proxy received before such time will be deemed to have been received at such time. In the case of an adjournment, the Form of Proxy must be received by Equiniti Limited no later than 48 hours (excluding any part of a day that is not a working day) before the rescheduled meeting. On completing the Form of Proxy, sign it and return it to Equiniti Limited in the envelope provided. As postage has been pre-paid, no stamp is required.

Appointment of Proxies through CREST

8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting to be held on the above date and any adjournment(s) thereof by using the procedures described in the CREST Manual, which can be viewed at www.euroclear.com. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual, which can be viewed at www.euroclear.com. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent (ID: RA19) by the latest time(s) 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 by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions.

It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

All messages relating to the appointment of a proxy or an instruction to a previously appointed proxy, which are to be transmitted through CREST, must be lodged at 10.00 am on 31 October 2017 in respect of the Meeting. Any such messages received before such time will be deemed to have been received at such time.

Termination or amendment of proxy appointments

9. In order to revoke or amend a proxy instruction you will need to inform the Company. Please send a signed hard copy notice clearly stating your intention to revoke or amend your proxy appointment to Equiniti Limited at Aspect House, Spencer Road, Lancing BN99 6DA (or by email to proxy.votes@equiniti.com) by no later than 10.00 am on 31 October 2017. In the case of a member which is a company, the revocation or amendment notice must be executed under its common seal or by signature on its behalf by an officer or attorney whose power of attorney or other authority should be included with the revocation or amendment notice. If you attempt to revoke or amend your proxy appointment but the revocation is received after the time specified in note 7 above then your original proxy will remain valid. If you submit more than one valid proxy appointment in respect of the same ordinary shares, the appointment received last before the latest time for receipt of proxies will take precedence.

Nominated Persons

10. If you are a person who has been nominated under section 146 of the Act to enjoy information rights:

- You may have a right under an agreement between you and the member of the Company who has nominated you to have information rights (the "Relevant Member") to be appointed or to have someone else appointed as a proxy for the Meeting.
- If you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Member to give instructions to the Relevant Member as to the exercise of voting rights.
- Your main point of contact in terms of your investment in the Company remains the Relevant Member (or, perhaps, your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.

If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in the notes to the Form of Proxy.

Corporate Representatives

11. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share

Questions at the Meeting

12. Under section 319A of the Act, the Company must answer any question you ask relating to the business being dealt with at the Meeting unless:

- answering the question would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information;
- the answer has already been given on a website in the form of an answer to a question; or
- it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.

Issued shares and total voting rights

13. As of 29 September 2017, being the latest practicable date before publication of the notice of the Meeting, the Company's issued share capital consisted of 87,367,489 ordinary shares of £0.05 each (excluding treasury shares) each carrying the right to one vote. Therefore the total number of voting rights in the Company as of 29 September 2017 was 87,367,489.

Communication

14. Except as provided above, members who have general queries about the Meeting should use the following means of communication (no other methods of communication will be accepted):

- calling Equiniti Limited's shareholder helpline (lines are open from 8.30 am to 5.30 pm Monday to Friday, excluding public holidays):
 - (a) From UK: 0371 384 2855;
 - (b) From Overseas: +44 (0) 121 415 7047 (calls from outside the UK are charged at applicable international rates); or
- in writing to Equiniti Limited at Equiniti Limited, Aspect House, Spencer Road, Lancing BN99 6DA.

You may not use any electronic address provided either in this notice of meeting or in any related documents (including the Form of Proxy for this Meeting) to communicate with the Company for any purposes other than those expressly stated.

15. Website publication of audit concerns

Pursuant to Chapter 5 of Part 16 of the Act (sections 527 to 531), where requested by a member or members meeting the qualification criteria set out at note 16 below, the Company must publish on its website, a statement setting out any matter that such members propose to raise at the Meeting relating to the audit of the Company's accounts (including the Auditor's report and the conduct of the audit) that are to be laid before the Meeting.

Where the Company is required to publish such a statement on its website:

- it may not require the members making the request to pay any expenses incurred by the Company in complying with the request;
- it must forward the statement to the Company's Auditors no later than the time the statement is made available on the Company's website; and
- the statement may be dealt with as part of the business of the Meeting.

The request:

- may be in hard copy form or in electronic form;
- either set out the statement in full, or if supporting a statement sent by another member, clearly identify the statement which is being supported;
- must be authenticated by the person or persons making it; and
- be received by the Company at least one week before the Meeting.

Such request must be in accordance with one of the following ways:

- a hard copy request which is signed by a member(s), states such member(s) full name(s) and address and is sent to Wilmington plc, marked for the attention of Daniel Barton 6-14 Underwood Street, London, N1 7JQ;
- a request which is signed by a member(s), states such member(s) full name(s) and address and is sent by facsimile to +44 (0) 20 7549 8664 marked for the attention of Daniel Barton, the Company Secretary; or
- a request which states such member(s) full name(s) and address, and is sent by e-mail to daniel.barton@wilmingtonplc.com Please state "AGM" in the subject line of the email.

Member's qualification criteria

16. In order to be able to exercise the members' right to require the Company to publish audit concerns, the relevant request must be made by:

- a member or members having a right to vote at the Meeting and holding at least 5% of total voting rights of the Company; or
- at least 100 members having a right to vote at the Meeting and holding, on average at least £100 of paid up share capital.

For information on voting rights, including the total number of voting rights, see note 13 above and the website referred to in note 1 above.

Documents on display

17. Copies of:

- the service agreements of the Executive Directors;
- the letters of appointment of the Non-Executive Directors; and
- the rules of the Wilmington Performance Share Plan 2017

will be available for inspection at the registered office of the Company at 6-14 Underwood Street, London, N1 7JQ and (in the case of the rules of the Wilmington Performance Share Plan 2017 only) also at the offices of Deloitte LLP, Company Secretarial Department, Athene Place, 66 Shoe Lane, London EC4A 3BQ during normal business hours on any weekday (Saturdays, Sundays and public holidays excluded) from 2 October 2017 until the time of the Meeting and at the Meeting venue itself for at least 15 minutes prior to the Meeting until the end of the Meeting.

APPENDIX

SUMMARY OF THE PRINCIPAL TERMS OF THE WILMINGTON PERFORMANCE SHARE PLAN 2017

The Wilmington Performance Share Plan 2017 (the “PSP 2017”) is a discretionary share plan which will be administered by the Board of Directors or a committee appointed by the Board, and references in this summary to the Board should be read accordingly. Decisions in relation to the participation in the PSP 2017 by Executive Directors of the Company will be taken by the Remuneration Committee of the Board of Directors.

Subject to the approval of the PSP 2017 at the Company’s 2017 Annual General Meeting, it will permit the grant of both “whole share awards” and “market value options”. It is proposed that the Company’s Executive Directors will only be granted “whole share awards”, consistent with the Company’s Directors’ Remuneration Policy for which approval is sought at the Annual General Meeting.

Eligibility

Any employee (including an Executive Director) of the Company or any of its subsidiaries will be eligible to participate in the PSP 2017 at the discretion of the Board.

Form of award

An Award under the PSP 2017 may be in the form of:

- (a) a conditional right to acquire ordinary shares in the Company (“**Shares**”) at no cost (a “**Conditional Award**”);
- (b) an option to acquire Shares at no cost or for an exercise price per Share equal to the nominal value of a Share (a “**Nil-Cost Option**”);
- (c) an option to acquire Shares for an exercise price per Share equal to the market value of a Share at the date of grant of the option (a “**Market Value Option**”); or
- (d) a right to a cash amount related to the value of a number of Shares (a “**Cash Award**”).

In this summary, Nil-Cost Options and Market Value Options are together referred to as “**Options**”, and Conditional Awards, Cash Awards and Options are together referred to as “**Awards**”. References to Shares includes notional shares to which a Cash Award relates.

Tax-qualifying options

Market Value Options under the PSP 2017 may include options which are intended to satisfy the requirements of Schedule 4 to the Income Tax (Earnings and Pensions) Act 2003 (“**Qualifying Options**”). The provisions of the PSP 2017 as summarised in this Appendix 1 apply to Qualifying Options other than where required by the applicable tax legislation.

Grant of Awards

Awards may be granted within the six week period following the Company’s 2017 Annual General Meeting, although it is not currently proposed that Awards will be granted in this period. Thereafter, ordinarily Awards may only be granted within the six week period following announcement of the Company’s results for any period or the approval by shareholders of a new Directors’ Remuneration Policy. However, the Board may grant Awards at other times in exceptional circumstances. If Awards cannot be granted in any of these periods due to regulatory restrictions, they may be granted within the six week period following the lifting of the restriction.

Individual limit

Ordinarily, a participant shall not be granted an Award (other than an Award granted to facilitate the recruitment of the participant) in respect of any financial year of the Company over Shares with a market value (as determined by the Board) in excess of 150% of his annual base salary.

Overall limits

Awards may be granted over newly issued Shares, treasury Shares or Shares purchased in the market.

In any 10 year period, the number of Shares which may be issued under the PSP 2017 and under any other employees’ share plan adopted by the Company may not exceed 10 per cent. of the issued ordinary share capital of the Company from time to time.

In any 10 year period, the number of Shares which may be issued under the PSP 2017 and under any other discretionary employees’ share plan adopted by the Company may not exceed five per cent. of the issued ordinary share capital of the Company from time to time.

Treasury Shares will be treated as newly issued for the purpose of this limit until such time as guidelines published by institutional investor representative bodies determine otherwise.

Performance Conditions

Awards will ordinarily be subject to the satisfaction of a performance condition which will determine the proportion (if any) of the Award which will vest at the end of a performance period. The Board will have discretion to grant Awards which are not subject to performance conditions, although Awards granted to Executive Directors must be subject to performance conditions. A performance period will usually be three years long.

A performance condition may be amended or substituted if an event occurs which causes the Board to consider such action to be appropriate. Any amended or substituted performance condition would not be materially less difficult to satisfy.

Vesting and exercise

Awards subject to a performance condition will normally vest as soon as practicable following the end of the performance period to the extent that the performance condition has been satisfied. Awards not subject to a performance condition will usually vest on the third anniversary of the grant date (or on such other date or dates as the Board determines).

Options will normally be exercisable from the date of vesting until the tenth anniversary of the grant date, or such earlier date as the Board determines).

Settlement of Awards

Before Shares have been delivered, the Board may decide to pay a cash amount equal to the value of some or all of the Shares the participant would otherwise have received (less, in the case of a Market Value Option, the exercise price otherwise payable).

Alternatively, in the case of a Market Value Option, the Board may settle the exercise by delivering to the participant for nil-cost a reduced number of Shares. The Shares delivered would have a market value (as determined by the Board) at the date of exercise equal to the amount by which the market value (as so determined) of the Shares in respect of which the Market Value Option is exercised exceeds the aggregate exercise price otherwise payable.

Dividends

On the vesting of an Award (or on the exercise of an Award granted in the form of a Nil-Cost Option), the Company may provide cash or additional Shares to the participant based on the value of dividends paid on vested Shares over such period as the Board determines (ending no later than the date on which the Award vests). The Board shall determine the basis on which this amount is calculated which may assume the reinvestment of the dividends into Shares.

These dividend equivalents will not be payable in respect of Market Value Options.

Malus and clawback

At any time prior to the vesting of an Award, the Board may cancel the Award or impose further conditions on it. These malus provisions may be applied in the event of a material misstatement of the Company's financial results, serious reputational damage to the Company or gross misconduct.

At any time up to the later of the second anniversary of vesting and the publication of the Company's audited accounts for the year after the year of vesting, the Board may cancel the relevant Award or impose further conditions on it (if Shares have not been delivered in respect of it) or may require the participant to make a payment to the Company in respect of some or all of the Shares acquired. These clawback provisions may be applied in the event of material misstatement of the Company's financial results, an error in the assessment of vesting or gross misconduct on the part of the participant.

Cessation of employment – Unvested Awards

Ordinarily, unvested Awards will lapse on termination. However, if a participant ceases to hold office or employment by reason of death, ill-health, injury, disability or for any other reason at the Board's discretion (a "Good Leaver"), any unvested Award he or she holds will usually continue and vest at the originally anticipated vesting date. The Board will retain the discretion to vest the Award as soon as reasonably practicable after the cessation of employment.

The extent to which an Award held by a Good Leaver vests will be determined by reference to the extent to which any performance condition has been satisfied (as determined by the Board in the event of vesting before the end of the performance period).

The extent to which an Award vests will be reduced to take account of the proportion of the performance period that has elapsed at the date of cessation (in the case of an Award subject to a performance condition) or the proportion of the period from grant to the originally anticipated vesting date that has elapsed at the date of cessation (in the case of an Award not subject to a performance condition).

Cessation of employment – Exercise period for Options

If a participant ceases employment while holding a vested Option, that Option (unless cessation is due to summary dismissal, in which case it will lapse on cessation of employment) may be exercised for a period of six months (12 months in the event of death) beginning with the date of cessation of employment. The Board may permit the exercise of an Option during a longer period.

If a participant ceases employment while holding an unvested Option which vests after cessation, that Option may be exercised for a period of six months beginning with the date of vesting. The Board may permit the exercise of an Option during a longer period.

Corporate events

In the event of a takeover of the Company, unvested Awards will vest as soon as reasonably practicable taking into account the extent to which any performance condition has been satisfied at the date of change of control (as determined by the Board) and, unless the Board determines otherwise, taking into account the proportion of the performance period (or vesting period in the case of an Award that is not subject to a performance condition) that has elapsed. Alternatively, the Board may permit Awards to be exchanged for awards over shares in the acquiring company (and, ordinarily, will require this if the change of control is an internal reorganisation).

If other events occur such as a winding-up of the Company, demerger, delisting, special dividend or other event which, in the opinion of the Board, may affect the current or future value of Shares, the Board may determine that Awards will vest on the same basis as in the event of a change of control. To the extent that an Option vests, the Board will determine the length of time during which that Option may be exercised.

Adjustment of Awards

In the event of a variation of the Company's share capital, the number of Shares subject to an Award, any exercise price attaching to an Option and/or any performance condition attaching to an Award, may be adjusted.

The number of Shares subject to an Award, any applicable exercise price and any performance condition may also be adjusted in the event of a demerger, delisting, special dividend, rights issue or other event, which may, in the Board's opinion, affect the current or future value of Shares.

Amendment, termination and further terms of the PSP 2017

The Board may amend the PSP 2017 at any time, provided that the approval of the Company's shareholders in a general meeting will be required for any amendments to the advantage of participants relating to eligibility, limits, the basis for determining a participant's entitlement to, and the terms of, the Shares or cash comprised in an Award and the impact of any variation of capital to become effective.

However, any minor amendment to benefit administration, to take into account legislative changes, or to obtain or maintain favourable tax treatment, exchange control or regulatory treatment may be made by the Board without shareholder approval.

The PSP 2017 will usually terminate on the tenth anniversary of its approval by shareholders but the rights of existing participants will not be affected by any termination.

Awards are not transferable (other than on death). No payment will be required for the grant of an Award. Awards will not form part of pensionable earnings.