

**Form of proxy for use at the Annual General Meeting (AGM) to be held at 3.00pm on 29 July 2016 and at any adjournment thereof.**

Before completing, please read the Notice of Meeting and the instructions for completion.

I/We, the undersigned, hereby appoint the Chairman of the Meeting, or

\_\_\_\_\_ (note 1)

as my/our proxy, to attend, speak and vote in respect of my full entitlement or \_\_\_\_\_ shares on my/our behalf at the AGM of the Company to be held on 29 July 2016 and at any adjournment thereof.

The proxy will vote on the under-mentioned resolutions, as indicated. The proxy will vote at his or her discretion, or abstain from voting on any resolution listed below if no instruction is given regarding that resolution and on any other business transacted at the meeting.

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

**Please indicate your vote by marking the appropriate boxes with an 'x' in black ink**

<b>Ordinary resolutions</b>	<b>For</b>	<b>Against</b>	<b>Vote Withheld</b>
1. To receive the Annual Report and the Audited Financial Statements for the year ended 31 March 2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-appoint Mr TH Bartlam as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-appoint Mr HGC Aldous as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-appoint Mr BJD Ashford-Russell as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-appoint Mr JMB Cayzer-Colvin as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-appoint Mr JB Mansell as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-appoint Mr TJ Woolley as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-appoint Ernst & Young LLP as auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To authorise the Directors to determine the auditors' remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To approval renewal of all employee share option plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Special resolutions</b>			
12. To disapply pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To authorise the Company to buy-back its own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature(s) \_\_\_\_\_ Dated \_\_\_\_\_

Name (block letters) \_\_\_\_\_

Address \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

## Instructions for completion of proxy form

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, delete the words 'the Chairman of the Meeting' and please insert the name of your chosen proxy holder in the space provided. Please initial the amendment. If the 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 (see reverse) 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. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar or you may photocopy 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. Your proxy will vote or abstain from voting as he/she thinks fit on any other business which may properly come before the AGM. If you tick 'against' your vote will not be counted in computing the required majority. If you tick 'vote withheld' for any resolution you are directing your proxy not to vote and your votes will not be counted in computing the required majority.
4. In the case of joint shareholders, any of the shareholders may vote in respect of their holdings but, where more than one is present at the AGM, only the first-named in the share register present at the AGM in person or by proxy shall be entitled to vote.
5. In the case of a corporation this form must be executed under its common seal or be signed on its behalf by an attorney or a duly authorised officer of the corporation.
6. To be effective, this form should be completed and returned so as to reach Equiniti Limited at the address given below not later than 48 hours before the time appointed for the AGM or any adjourned AGM.
7. If this form of proxy is executed under a power of attorney, the power of attorney or authority under which it is signed, or a notarially certified copy of such power or authority, must be deposited at Equiniti Limited at the address given below, together with this form of proxy.
8. The lodging of this form of proxy will not preclude you from attending and voting at the AGM in person.
9. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 6.30pm on the day which is two days before the day of the meeting. 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 meeting.
10. Any alterations made to this form should be initialled

**Equiniti Limited, Aspect House, Spencer Road, Lancing West Sussex BN99 6DA**