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

Form of Proxy - UK Mail Group plc - Annual General Meeting

I/We (BLOCK CAPITALS PLEASE)

of

(ADDRESS)

being a member/members of UK Mail Group plc hereby appoint the chairman of the meeting (see notes 1, 2 & 3).

as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Wednesday 8 July 2015 at 12:00 noon and at any adjournment thereof, on the following resolutions, as indicated by an 'X' in the appropriate box and, on any other business, as he thinks fit.

☐ Please tick here if this proxy appointment is one of multiple appointments being made.

*For the appointment of more than one proxy, please refer to note 4.

In the absence of instructions, the proxy is authorised to vote (or abstain from voting) at his or her discretion on the specified resolutions. The proxy is also authorised to vote (or abstain from voting) on any other business transacted at the Meeting.

Resolution	For	Against	Vote withheld
1. To receive the directors' report and accounts for the year ended 31 March 2015			
2. To declare a final dividend of 14.5p per ordinary share for the year ended 31 March 2015, payable to shareholders on 28 August 2015 who are on the register on 31 July 2015			
3. To approve the annual report on remuneration			
4. To approve the directors' remuneration policy			
5. To re-elect Peter Kane as a director			
6. To re-elect Steven Glew as a director			
7. To re-elect Jessica Burley as a director			
8. To re-appoint the auditors, PricewaterhouseCoopers LLP			
9. To authorise the directors to determine the auditors' remuneration			
10. To authorise the directors to allot shares			
11. To disapply Section 561(1) of the Companies Act 2006			
12. To authorise the purchase of own shares			
13. To allow a general meeting to be called on 14 days' notice			

Signature Dated

Notes

1. You are entitled to appoint one or more proxies of your own choice to exercise all or any of your rights to attend and to speak and vote (on a poll) at the meeting. A proxy need not be a shareholder of the Company. If you appoint more than one proxy, each proxy must be appointed to exercise the rights attached to a different share or shares held by you. You can only appoint a proxy in accordance with the procedures set out in these notes and in the notes to the notice of meeting.
2. If it is desired to appoint another person or persons as proxy or proxies the words "the chairman of the meeting" should be deleted and the name or names of the proxy or proxies (who need not be members of the Company) inserted into the appropriate space. If such words are deleted and a proxy or proxies is/are named on this form the chairman shall not be entitled to vote as proxy. Any alteration must be initialled. Deposit of a completed form of proxy will not preclude a member from attending the Annual General Meeting and voting in person.
3. 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 the number of shares in relation to which they are authorised to act as your proxy. If left blank or if a number of shares greater than your actual holding is inserted in such box 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).
4. To appoint more than one proxy (an) additional proxy form(s) may be obtained by contacting Equiniti 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. Failure to specify the number of shares each proxy appointment relates to or specifying a number in excess of the number of shares held by you may result in the proxy appointment being invalid.
5. A corporation must execute this form either under its common seal or under the hand of two directors or one director and the secretary or under the hand of an officer or attorney duly authorised in writing.
6. In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated and the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
7. The form of proxy (together with any power of attorney or other authority under which it is signed, or a certified copy of that power or authority, in accordance with the Powers of Attorney Act 1971) must be received by Equiniti not later than by noon on 6 July 2015 (or, if the Meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time for holding the adjourned Meeting).
8. Only those shareholders on the register of members as at 6pm on 6 July 2015 (or, if the Meeting is adjourned, as at 6pm on the day which is two working days before the day of the adjourned Meeting) are entitled to attend and vote.
9. The "vote withheld" option is provided to enable you to instruct your proxy not to vote on any particular resolution. However, it should be noted that a "vote withheld" in this way is not a vote in law and will not be counted in the calculation of the proportion of votes "for" and "against" a resolution.
10. CREST members who wish to utilise the CREST electronic proxy appointment service may do so by following the procedures described in the CREST manual. Please refer to the notes accompanying the Notice of Meeting for further details. For an electronic proxy appointment to be valid, the appointment must be received by Equiniti no later than noon on 6 July 2015 (or, if the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting.
11. You may not use any electronic address provided in this form of proxy to communicate with the Company for any purposes other than those expressly stated.