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Voting ID:

Task ID:

Shareholder Ref. No:

**PLEASE READ THE EXPLANATORY NOTES BEFORE COMPLETING THIS FORM AND RETURNING IT TO EQUINITI, TO ARRIVE NO LATER THAN 12 NOON ON 17 JANUARY 2014**

If you wish you can register your vote electronically at [www.sharevote.co.uk](http://www.sharevote.co.uk) and follow the instructions on screen.

I/We appoint Mr Roger Devlin or, failing him, the duly appointed Chairman of the meeting, or

as my/our proxy to attend, speak and vote for me/us on my/our behalf at the AGM of the Company to be held at 12 noon on 21 January 2014 and at any adjournment thereof and direct him/her to vote on the resolutions set out in the notice of the meeting or any other business at the meeting, including amendments to the resolutions.

Please tick box here if this proxy appointment is one of multiple appointments being made. For appointing more than one proxy, please refer to Explanatory Notes 6 and 7.

**RESOLUTIONS**

	FOR	AGAINST	WITHHELD		FOR	AGAINST	WITHHELD
1. To receive and adopt the Company's accounts and the reports of the Directors and Independent Auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. To authorise the Directors to agree the Independent Auditors' remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To declare the final dividend.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. To approve the Annual Report on Remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To elect Roger Devlin.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. To approve the Directors' Remuneration Policy.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Andrew Andrea.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. To approve the new Long Term Incentive Plan.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Nicholas Backhouse.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. To authorise the Directors to allot unissued shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Rosalind Cuschieri.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17. To empower the Directors to issue ordinary shares without offering them first to existing shareholders.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Peter Dalzell.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18. To authorise the Company to purchase its own shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Ralph Findlay.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19. To authorise general meetings to be called with 14 clear days' notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Neil Goulden.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
10. To re-elect Robin Rowland.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
11. To re-appoint PricewaterhouseCoopers LLP as Independent Auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

Date  Signature

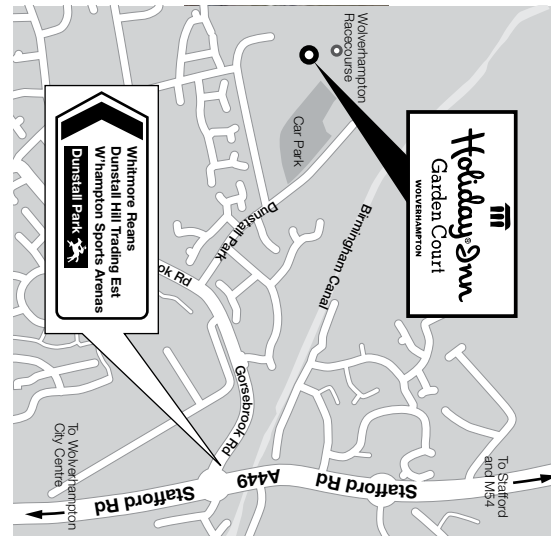
**There is no need to affix a stamp if this form is posted within the UK. You may, if you prefer, write to Equiniti Limited, FREEPOST SEA10847, Aspect House, Spencer Road, Lancing, BN99 6ZN and place the form inside it.**

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**Please note that only registered shareholders, their proxies, authorised representatives and carers of disabled shareholders will be entitled to attend the meeting.**

If you plan to attend the Annual General Meeting (AGM), please bring this card with you. This card shows that you are entitled to attend the AGM to be held at Wolverhampton Racecourse, Holiday Inn Garden Court, Dunstall Park, Wolverhampton, WV6 0PE.



## EXPLANATORY NOTES

1. As a shareholder you are entitled to attend the Annual General Meeting (the AGM) of the Company. If you are unable to attend you are entitled to appoint someone else as your proxy, to attend, speak and vote on your behalf on the poll. Mr Roger Devlin, or the duly appointed Chairman, will be appointed as your proxy unless you write another proxy's name in the space provided. A proxy need not be a Company shareholder. You may appoint more than one proxy provided that each proxy is appointed to exercise rights attaching to different shares.

A proxy must vote as you have instructed. Please indicate for each resolution how you wish your proxy to vote by placing a cross in the relevant box in black ink. If you do not tell your proxy how to vote, your proxy may abstain or cast his/her vote as he/she thinks fit on the resolutions or any other business at the meeting. Please note that the "Withheld" option is provided to enable you to abstain on any particular resolution. However, it should be noted that a vote "Withheld" is not a vote in law, which means that your vote will not be counted in the calculation of votes "For" or "Against" the resolution.

2. If this form of proxy is signed by someone else on your behalf, their authority must also be returned with the form. In case of joint holdings, any one holder may sign this form; however, the vote of the first named in the register of shareholders will be accepted to the exclusion of other joint holders. In the case of a corporation, the form of proxy must be executed under its common seal under the hand of a duly authorised officer or attorney. Even if you complete and return the form of proxy, you may still attend the meeting and vote in person should you later decide to do so. Any alterations made to this form should be initialled.
3. CREST members may appoint a proxy or proxies electronically via Equiniti (ID RA19). Messages transmitted through CREST must be lodged no later than 12 noon on 17 January 2014.
4. Except as provided above, members who wish to communicate with the Company in relation to the AGM should do so using the means set out in the notes to the Notice of Meeting. No other methods of communication will be accepted.
5. To be effective this form of proxy must be lodged at the office of the Company's registrar not less than 48 hours<sup>†</sup> before the time appointed for holding the meeting, or any adjournment thereof, together, if appropriate, with the power of attorney or other authority under which it is signed or a notarially certified or office copy of such authority.
6. 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, please insert the name of your chosen proxy holder in the space provided. 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 your proxy will be deemed to be authorised in respect of your full voting entitlement (or if the proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
7. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Registrars helpline on 0871 384 2274\* 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. Failure to specify the number of shares each proxy appointment relates to or specifying a number of shares in excess of those held by a shareholder on the record date for the meeting will result in the proxy appointments being invalid. 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.

<sup>†</sup> Excluding non-working days.

\* Calls cost 8p per minute plus network extras. Non UK callers should dial +44(0) 121 415 7047. Lines are open 8.30am to 5.30pm, Monday to Friday.



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