

Form of Proxy



Form of Proxy for use by holders of ordinary shares at the Annual General Meeting of the Company convened for 10 May 2016 at 11.00 a.m. at the offices of Peel Hunt, Moor House, 120 London Wall, London EC2Y 5ET.

I/We

of

(Full name(s) and address in block capitals)

hereby appoint the Chairman of the Meeting OR the following person (See Note 1):

Name of Proxy

Number of shares

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement on my/our behalf at the Annual General Meeting of the Company to be held on 10 May 2016 at 11.00 a.m. and at any adjourned meeting.

☐ Tick here if this proxy appointment is one of multiple appointments being made by the same shareholder. (See Note 2)

I/We wish my/our proxy to vote as indicated below in respect of the resolutions to be proposed at the meeting. Please give instructions to your proxy by ticking the appropriate box alongside each resolution. (See Note 6)

Resolutions 14, 15 and 16 will be proposed as special resolutions.

All other resolutions will be proposed as ordinary resolutions.

Resolutions	For	Against	Vote Withheld (See note 7)
1. To receive the report of the directors and the financial statements for the period ended 2 January 2016, together with the report of the auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To declare a final dividend of 26.80 cents per ordinary share for the period ended 2 January 2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To elect Charles John Brady as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To elect Paul Stephen Moody as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect John William Poulter as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Kevin Lyons-Tarr as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Andrew James Scull as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect David John Emmott Seekings as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect John Anthony Warren as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To re-appoint PricewaterhouseCoopers LLP as auditors to the Company for the financial period ending 31 December 2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To authorise the Board to set the auditors' fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To authorise the Board to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To authorise the Board to disapply pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. To authorise the Board to purchase own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. To authorise the calling of a general meeting (other than an Annual General Meeting) on not less than 14 clear days' notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

Dated

(See Notes 8 and 9)

You may vote your shares electronically at www.capitashareportal.com

See Notes overleaf

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Explanatory Notes

1. If you wish to appoint as your proxy someone other than the Chairman of the Meeting, insert the name of your chosen proxy in the space provided. If the proxy is being appointed in relation to part of your holding only, please enter in the space provided next to the proxy's name the number of shares in relation to which they are authorised to act as your proxy. If this space is left blank they will be authorised in respect of your full voting entitlement.
2. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Company's registrar, Capita Asset Services on 0871 664 0300 (calls cost 10p per minute plus network extras) or from outside the UK on +44 208 639 3399 or you may copy this form. Please indicate in the space 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 relevant box if the proxy appointment is one of multiple appointments being made. Multiple proxy appointments should be returned together in the same envelope.
3. CREST members who wish to appoint a proxy through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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.
4. 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 and Ireland's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is 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 issuer's agent Capita Registrars (ID RA10) by 11.00 a.m. on 6 May 2016. 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 Application Host) from which the issuer'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.
5. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertified Securities Regulations in 2001.
6. In the absence of instructions, the person appointed proxy may vote or refrain from voting as he or she thinks fit on the specified resolutions and, unless instructed otherwise, the person appointed proxy may also vote or refrain from voting as he or she thinks fit on any other business (including amendments to resolutions) which may properly come before the meeting.
7. The "Vote Withheld" option is provided to enable shareholders to refrain from voting on any particular resolution. However, 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 the voted "For" and "Against" a resolution.
8. This form must be signed and dated by the shareholder or his/her attorney duly authorised in writing. If the shareholder is a company, it may execute under its common seal, by the signature of a director and its secretary or two directors or other authorised signatories in the name of the company or by signature of a duly authorised officer or attorney. In the case of joint holdings, any one holder may sign this form. The vote of the senior joint holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders 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. The completion and return of this form will not preclude a shareholder from attending the meeting and voting in person.
9. To be valid, this form must be completed and lodged with the Company's registrar, Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF together with the power of attorney or other authority (if any) under which it is signed or a copy of such authority certified notarially, alternatively shareholders may vote via our registrar's website at www.capitashareportal.com, by 11.00 a.m. on 6 May 2016.