

Attendance Card

 $Please \ bring \ this \ card \ with \ you \ to \ the \ Meeting \ and \ present \ it \ at \ Shareholder \ registration/accreditation.$

The Chairman of INCHCAPE PLC invites you to attend the Annual General Meeting of the Company to be held at **Deutsche Bank AG**, **Winchester House**, **1 Great Winchester Street**, **London EC2N 2DB** on **26 May 2016** at **11.00** am.

Shareholder Reference Number

Please detach this portion before posting this proxy form.

Form of Proxy - Annual General Meeting to be held on 26 May 2016



Cast your Proxy online...It's fast, easy and secure! www.investorcentre.co.uk/eproxy

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 913556

SRN: PIN:

View the Annual Report and Notice of Meeting online: www.inchcape.com

Register at www.investorcentre.co.uk - elect for electronic communications & manage your shareholding online!

To be effective, all proxy appointments must be lodged with the Company's Registrars at:

Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 24 May 2016 at 11.00 am.

Explanatory Notes:

- 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, please insert the name of your chosen proxy holder in the space provided (see reverse). 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 returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy will exercise his discretion as to whether, and if so how, he votes).
- 2. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0370 707 1076 or you may photocopy this form. Please indicate 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. Please also indicate by marking 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.
- The 'Vote Withheld' option overleaf 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 and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.

- 4. 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 close of business 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.
- 5. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- 6. The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0370 707 1076 to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service.
- 7. Any alterations made to this form should be initialled.
- The completion and return of this form will not preclude a member from attending the meeting and voting in person.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

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Ordinary Resolutions 1. To receive the Annual Report and Accounts of the Company for the financial year ended 31 December 2015, together with the reports of the Directors.		or Ac	nainet 1	Withheld			For	Δnains	t Withheld
					10.	To re-elect Nigel Northridge as a Director of the Company.			
To approve the Directors' Report on Remuneration for the financial year ended 31 December	er 2015.				11.	To elect Nigel Stein as a Director of the Company.			
To declare a final dividend of 14.1 pence per ordinary share of 10 pence.					12.	To re-elect Till Vestring as a Director of the Company.			
. To re-elect Ken Hanna as a Director of the Company.					13.	To re-appoint PricewaterhouseCoopers LLP as auditor of the Company.			
To re-elect Stefan Bomhard as a Director of the Company.					14.	To authorise the Audit Committee of the Board to determine the auditors' remuneration.			
To elect Richard Howes as a Director of the Company.					15.	To authorise the directors generally and unconditionally, to exercise all power of the Comapny to allot relevant securities.			
. To re-elect Alison Cooper as a Director of the Company.					Spec 16.	ial Resolutions To empower the directors to allot equity securities for cash pursuant to the authority conferred by resolution 15.			
t. To re-elect John Langston as a Director of the Company.					17.	To authorise the Company generally and unconditionally to make market purchases of its own ordinary shares.			
. To re-elect Coline McConville as a Director of the Company.					18.	To approve that a General Meeting other than an Annual General Meeting may be called on not les than 14 days' clear notice.	s		
Please complete this box only if you wish to appoint a Please leave this box blank if you want to select the C									4
		THE CH	muli	tiple a	ppointm	ents being made. Please use a black pen. Ma			
Please mark here to indicate that this proxy appointr Ordinary Resolutions To receive the Annual Report and Accounts of the Company for			1	tiple a Vote thheld		ents being made. inside the box as shown in the form of the Company.	is exan	nple.	Vote Vithhel
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