



CAFFYNS PUBLIC LIMITED COMPANY
(company number 105664)

For Registrar's use only
Number of Ordinary Shares

Form of Proxy

**For use at the Annual General Meeting to be held at the Hydro Hotel,
Mount Road, Eastbourne, on Thursday 28 July 2011 at 11:30 am**

Before completing this form, please read the explanatory notes below

I/We
of
being [a] member[s] of Caffyns Public Limited Company (the "**Company**"), hereby appoint the chairman of the meeting or (see note 2 and 4)

.....
as my/our proxy (see note 5) to attend, speak and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 11:30 am on Thursday 28 July 2011 and at any adjournment of the meeting.

I/We have indicated with an 'X' in the appropriate spaces how I/we wish my/our votes to be cast on the resolutions set out below and direct that my/our proxy will vote (or abstain from voting) as he thinks fit on any other matters which may properly come before the Annual General Meeting (or any adjournment of it).

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 2.

RESOLUTION

(Place X in appropriate box)

Ordinary business

1. To receive and adopt the accounts for the year ended 31 March 2011
2. To approve the Directors' Remuneration Report
3. To re-elect Mr S B Birkenhead as a director
4. To re-elect Mr S G M Caffyn as a director
5. To reappoint Grant Thornton UK LLP as auditors and authorise the directors to fix their remuneration
6. To declare a final dividend

FOR AGAINST WITHHELD DISCRETIONARY

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special business

7. To authorise the directors to allot shares pursuant to section 551 of the Companies Act 2006 (the "**Act**"), subject to the provisions as set out in the Notice
8. To authorise the Company to make one or more market purchases of Ordinary Shares in the Company pursuant to section 701 of the Act, subject to the provisions set out in the Notice
9. To authorise the directors to allot shares pursuant to section 570 of the Act as if section 561 of the Act did not apply, subject to the provisions as set out in the Notice
10. To approve not less than 14 days' notice for a general meeting other than an AGM

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature Date

Print Name

Signature Date

Print Name

Notes for completion of the proxy form

1. As a member of the Company you are entitled to appoint another person as your proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You must follow the appointment procedures set out in these notes.
2. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to a different share or shares. Please indicate by ticking the box provided if the instruction is one of multiple instructions being given. 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. If you appoint more than one proxy, additional proxy forms may be obtained from the Company Secretary, Caffyns plc on 01323 730201 or you may photocopy this form. All forms must be signed and should be returned together in the same envelope.
3. Completion and return of this proxy form or appointment of a proxy electronically using the CREST electronic proxy appointment service will not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
4. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box above, the chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf at the meeting, you will need to appoint someone other than the chairman and give them the relevant instructions directly.
5. If you appoint a proxy to vote on your behalf at this Annual General Meeting, your voting rights will revert to you at the conclusion of the Annual General Meeting or any adjournment of the Annual General Meeting.
6. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. To appoint more than one proxy, please insert the name of each proxy to be appointed in the box above and insert in brackets after each name the number of shares in respect of which each respective proxy is appointed.
7. For each resolution, please indicate with an "X" in the box provided how you wish your votes to be cast on each resolution. In the absence of instructions or if you complete the box in the column marked "Discretionary", the proxy may vote or abstain from voting as he thinks fit. Unless instructed otherwise, the proxy may also vote or abstain from voting as he thinks fit on any other business which may properly come before the Meeting. The "Vote Withheld" option is provided to enable you to abstain on any particular resolution. It should, however, be noted that it is not a vote in law and will not be counted in the proportion of the votes "For" and "Against" a resolution.
8. To be valid, this proxy form must, subject to notes 13 and 14 below, be:
 - (a) completed and signed;
 - (b) sent or delivered to Company Secretary, Caffyns plc, Meads Road, Eastbourne, East Sussex BN20 7DR; and
 - (c) received by the Company Secretary no later than 11:30 am on Tuesday 26 July 2011.
9. If a member is a company, this proxy form must be executed under its common seal (or such form of execution as has the same effect) or executed on its behalf by a duly authorised officer of the company or an attorney for the company. A copy of the authorisation of such officer or attorney must be lodged with this proxy form.

10. If this proxy form is executed under a power of attorney or any other authority the original power or authority (or a certified copy of such power or authority) must be lodged together with this proxy form.
11. As an alternative to completing this hard-copy proxy form, you can appoint a proxy electronically by fax or email. To be valid, this electronic proxy appointment must:
 - (a) be completed and signed;
 - (b) together with the power of attorney or other authority (if any) under which the appointment is made (or a certified copy of that power or authority), be:
 - (i) faxed, to the Company, marked for the attention of Company Secretary, Caffyns plc, at fax number 01323 410722; or
 - (ii) scanned and the scanned copy of the original sent by email to the Company, marked for the attention of the Company Secretary, Caffyns plc, at registrar@caffyns.co.uk; and
 - (c) be received by the Company no later than 11:30 am on Tuesday 26 July 2011.
12. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent (ID R035) by 11:30 am on Tuesday 26 July 2011. See the notes to the accompanying notice of Annual General Meeting for further information on proxy appointment through CREST.
13. In the case of joint holders, any one holder may sign the form of proxy but all the names of the joint holders should be stated on this proxy form. If more than one of the joint holders purports to appoint a proxy, the appointment submitted by the most senior holder will be accepted to the exclusion of the appointment(s) of the other joint holder(s), seniority being determined by the order in which the names of the joint holders stand in the register of members of the Company in respect of the joint holding (the first-named being the most senior).
14. If you submit more than one valid proxy appointment, either in paper form or by electronic communication, in respect of the same shares, the appointment received last before the latest time for the receipt of proxies (as set out in notes 8 and 11) will take precedence.
15. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
16. For details of how to change proxy instructions or revoke your proxy appointment see the notes to the Notice of Meeting. Any alterations made to this form should be intialled.
17. You may not use any fax number or email address or other electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.

If you have any queries completing this form please contact our Company Secretary on 01323 730201.