

#### Notes:

1. To be entitled to attend and vote at the General Meeting (and for the purpose of determining the votes they may cast), members must be registered in the Company's Register of Members at 6.00pm on 13th December 2011 (or, if the General Meeting is adjourned, at 6.00pm on the day two days prior to the adjourned meeting). Changes to the Company's Register of Members after the relevant deadline will be disregarded in determining the rights of any person to attend and vote at the General Meeting.
2. A member entitled to attend and vote at the General Meeting is entitled to appoint one or more proxies to attend, speak and vote on his behalf. A proxy need not be a member. Forms of Proxy, if used, must reach the Company's Registrars not less than 48 hours before the time fixed for the Meeting. Forms of Proxy may also be lodged electronically by submitting a duly completed scanned copy of the Form of Proxy to proxy.votes@equiniti.com.
3. You can appoint the Chairman of the meeting or anyone else to be your proxy at the General Meeting. You can also, if you wish, appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to different shares held by you.
  - To appoint more than one proxy, you should photocopy the Form of Proxy. Please indicate next to your appointed proxy's name the number of shares in relation to which you authorise them to act as your proxy. Please also indicate by marking the box on the Form of Proxy if the proxy instruction is one of multiple instructions being given.
  - Where a Form of Proxy does not state the number of shares to which it applies, the proxy is deemed to have been appointed in relation to the total number of shares registered in the name of the appointing member.
  - Where a Form of Proxy does not state the number of shares to which it applies but is one of multiple instruction or where the aggregate number of shares exceeds a member's entire holding, then the total number of shares registered in the name of the appointing member will be apportioned pro rata.
4. The Form of Proxy gives your proxy or proxies full rights to attend, speak and vote. If you wish to restrict the rights of your proxies, please delete out either or both of the words 'speak' or 'vote' as appropriate.
5. In the case if joint holder, any of them (preferably the first-named) may sign and signature by all is not necessary.
6. In the case of a corporation or government body, this Form of Proxy must be signed by a person who is authorised following a resolution of the board or other governing body, or by authority which is given under seal or signed by an officer duly authorised by the corporation or government body. In accordance with the Companies Act 2006 (as amended by the Companies (Shareholders' Rights) Regulations 2009), each such representative may exercise (on behalf of the corporation or government body) the same powers as the corporation or government body could exercise if it were an individual member of the Company. It is no longer necessary to nominate a designated corporate representative.
7. If you have appointed a proxy and attend the General Meeting in person and:
  - vote on a show of hands, all proxy votes will be disregarded;
  - vote on a poll using your poll card, your vote in person will override the proxy votes.
8. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 (the '2006 Act') to enjoy information rights (a 'Nominated Person') may, under an agreement between him/her and the member by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights.
9. The statement of the rights of shareholders in relation to the appointment of proxies in note 2 above does not apply to Nominated Persons. The right described in that note can only be exercised by shareholders of the Company.
10. Any alterations on this Form of Proxy should be initialled.
11. The 'Withheld' option on the Form of Proxy is provide to enable you to abstain on any particular resolution. However, a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes 'For' and 'Against' a resolution.

## J. SMART & CO. (CONTRACTORS) PLC

### FORM OF PROXY FOR GENERAL MEETING FOR USE BY ORDINARY SHAREHOLDERS

I/We, the undersigned .....  
(Insert name)  
of .....  
(Address)  
.....  
.....  
(Please use block capitals)

being a member of the above-named Company hereby appoint the Chairman of the Meeting, or

(insert name) ..... as my/our proxy in respect of ..... shares to attend, speak<sup>\*1</sup> and vote<sup>\*1</sup> on my/our behalf as indicated below at the General Meeting of the Company to be held at 11.30am on 15th December 2011 and any adjournment thereof.

☐ Please indicate here if this Form of Proxy is one of multiple instructions being given (see note 3).

I appoint my/our proxy to attend, speak<sup>\*1</sup> and vote<sup>\*1</sup> in the manner indicated below. If no indication is given, your proxy may vote as he/she thinks fit or withhold from voting on the Resolutions or any other business at the General Meeting.

		For <sup>*2</sup>	Against <sup>*2</sup>	Withheld <sup>*2</sup>
1.	<b>SPECIAL RESOLUTION</b> To adopt New Articles of Association of the Company			
2.	<b>ORDINARY RESOLUTION</b> To approve subdivision of the 10,082,000 issued ordinary shares of £0.10 into 50,410,000 ordinary shares of £0.02			
3.	<b>SPECIAL RESOLUTION</b> To approve the authority of the Company to make market purchase of new ordinary shares			

<sup>\*1</sup> Delete as appropriate (see note 4)

<sup>\*2</sup> Please indicate by marking an 'X' in the appropriate box how you wish your vote to be cast.

Signature ..... Date .....

Names of other joint holders (if applicable) .....

**Please ensure you read the attached notes carefully before completing this Form of Proxy**

Equiniti Limited  
Aspect House  
Spencer Road  
Lancing  
BN99 6ZR

