

FORM OF PROXY

Form of Proxy for use only by holders of ordinary shares having the right to attend and vote at the 2014 Annual General Meeting of St Ives plc to be held on 27 November 2014 at One Tudor Street, London EC4Y 0AH.

I/We..... (please insert full name in capital letters) being
 (a) registered holder(s) of ordinary shares in the Company hereby appoint the CHAIRMAN OF THE MEETING (notes 2 and 4)

.....
 as my/our proxy/proxies to exercise all or any of my/our rights to attend, speak and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Thursday, 27 November 2014 at 11.00 a.m. and at any adjournment thereof.

Signature Date 2014

Please tick if this proxy appointment is one of multiple appointments being made (note 4) The number of shares in relation to which the proxy is authorised to act (notes 3 and 4)

Please indicate, by inserting a cross below in the appropriate box, how you wish your vote to be cast on the resolution mentioned. If you sign this form and return it without any specific voting instructions in relation to any resolution(s), your proxy will vote or abstain from voting on these resolution(s) as he thinks fit. Your proxy is also authorised to vote or abstain from voting on any other business which may properly come before the meeting.

My/our proxy/proxies is/are to vote on the resolutions as follows:

	For	Against	Withheld ²
1. To receive the 2014 Annual Accounts and Reports of the Directors and auditors for the 52 weeks ended 1 August 2014			
2. To approve the remuneration policy within the DRR ¹ for the 2013/2014 financial year			
3. To approve the DRR, excluding the remuneration policy			
4. To declare a final dividend			
5. To re-appoint Deloitte LLP as the auditors of the Company			
6. To authorise the Directors to fix the remuneration of the auditors			
7. To re-elect Matt Armitage (a member of the Nomination Committee) as a Director of the Company			
8. To elect Brad Gray (a member of the Nomination Committee) as a Director of the Company			
9. To re-elect Mike Butterworth (a member of the Audit, Nomination and Remuneration Committees) as a Director of the Company			
10. To re-elect Ben Gordon (a member of the Audit, Nomination and Remuneration Committees) as a Director of the Company			
11. To re-elect Helen Stevenson (a member of the Audit, Nomination and Remuneration Committees) as a Director of the Company			
12. To re-elect Richard Stillwell (a member of the Nomination Committee) as a Director of the Company			
13. To authorise the Directors to allot shares			
14. To disapply statutory pre-emption rights			
15. To authorise the Company to purchase its own shares			
16. To authorise the calling of a general meeting other than an annual general meeting on not less than 14 clear days' notice			

1 DRR – Directors' Remuneration Report.

2 The "vote withheld" option is to allow you to abstain from voting on any of the specified resolutions. Please note that a "vote withheld" has no legal effect and will not be counted in the votes "for" or "against" a resolution.

Notes:

- To be valid, this Form of Proxy must be deposited at or sent to the office of St Ives plc's Registrars, (Capita Asset Services) (PXS), The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, so as to arrive not later than 48 hours, excluding non-working days, before the time appointed for the meeting or any adjournment thereof. This means that this Form of Proxy must arrive no later than 11.00 a.m. on Tuesday, 25 November 2014. Alternatively, if the holder's shares are held through CREST the proxy appointment may be submitted via the CREST electronic proxy appointment service in accordance with the procedures set out in the notice of meeting and the CREST manual on the Euroclear website (www.euroclear.com), so as to be received by the Company no later than 11.00 a.m. on Tuesday, 25 November 2014 or in the case of any adjournment, not less than 48 hours, excluding non-working days, before the time of the adjourned meeting.
- This Form of Proxy may be used for the appointment of any other person as proxy by deleting the words "the Chairman of the Meeting" and inserting the name(s) and the person(s) whom it is desired to appoint. This amendment should be initialled. A proxy, who need not be a member of the Company, must attend the meeting in person to represent you.
- 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 this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
- To appoint more than one proxy (unless you are appointing your proxies via the CREST electronic proxy appointment service), please photocopy this Form of Proxy and insert the name and address (in capital letters) of each of your proxies on a separate copy of the Form of Proxy. On each Form of Proxy you must also include the number of shares in respect of which each proxy is appointed (which, in aggregate, should not exceed the number of shares held by you) and indicate how you wish each proxy to vote or abstain from voting. You may not appoint more than one proxy to exercise the rights attached to any one share. Please also indicate by ticking the box that the proxy is one of multiple instructions being given. Additional proxy form(s) may also be obtained by contacting the Registrars' helpline: calls from the UK 0871 664 0300 (calls cost 10p per minute plus network extras). Calls from overseas +44 20 8639 3399. Lines are open 8.30 a.m. to 5.30 p.m., Monday to Friday. If you wish to appoint the Chairman as one of your multiple proxies, simply leave the wording "the Chairman of the Meeting" on the relevant copy of the Form of Proxy. Please ensure you sign and date each copy of the Form of Proxy and, if returned by post, include them in the same envelope (see note 9).
- Please indicate how you wish your proxy to vote on the resolutions by inserting 'X' in the appropriate space on this Form of Proxy. Any alterations made on this form of proxy should be initialled.
- If the appointer is a corporation this Form of Proxy should be executed either under its common seal or under the hand of its duly authorised officer or attorney. In the case of an individual, this Form of Proxy must be signed by the appointer or his agent, duly authorised in writing.
- In the case of joint holders the signature of only one of the joint holders is required but if more than one votes, the vote of the senior holder who tenders a vote, whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- Return of a completed Form of Proxy will not preclude a member from attending and voting personally at the meeting.
- This Form of Proxy may be returned in the envelope provided.