

## General Meeting Form of Proxy

Please read the notes below before completing this form.

I/we \_\_\_\_\_ (full name(s) in which the shares are registered)

(Please use block letters)

Address \_\_\_\_\_

being (a) member(s) of Acal plc (the "Company"), hereby appoint the Chairman of the Meeting (see Note 1) or \_\_\_\_\_ (proxy name) as my/our proxy to attend, vote and act for me/us and on my/our behalf at the General Meeting of the Company to be held on Thursday 3 January 2013 at 11.00 a.m., and at any adjournment thereof.

I/we instruct my/our proxy to vote on the resolutions to be proposed as follows:

Resolution	For	Against	Withheld
<p><b>1. THAT:</b></p> <p>1.1 the proposed disposal by Acal Supply Chain Holdings Limited of the entire issued share capital of Acal Supply Chain Limited on the terms and subject to the conditions of the Disposal Agreement (as defined and/or summarised in the circular to the members of Acal plc dated 7 December 2012 (the "Circular") of which the notice convening this meeting forms part) and the related and ancillary documents including those referred to in the Circular (together the "Disposal Documents") be approved; and</p> <p>1.2 the directors of Acal plc and/or any member of the Acal Group (as defined in the Circular) (or any duly authorised committee thereof) be authorised to take all such steps, and execute all such documents, and to agree all such variations and amendments to the Disposal Documents as they may in each case, in their absolute discretion, consider necessary or desirable to implement and give effect to, or otherwise in connection with, the Disposal (as defined in the Circular) and any matter incidental to the Disposal provided that, in the case of any variations and amendments to the Disposal Documents, such variations and amendments are not material.</p>			

Please indicate, by inserting an 'x' in the box, how you wish your vote to be cast in respect of each resolution and then sign in the space provided below. In the absence of specific directions your proxy will vote (or abstain from voting) as he/she thinks fit. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution.

Please tick here if this proxy appointment is one of multiple appointments being made for the appointment of more than one proxy (see Note 1 below).

Signature(s) \_\_\_\_\_ Dated this \_\_\_\_\_ day of \_\_\_\_\_ 201\_\_

- Notes:**
- A member of the Company entitled to attend, speak and vote at the meeting convened by the notice set out above may appoint a proxy to exercise all or any of his rights to attend, speak and vote at the meeting on his/her behalf. A proxy need not be a member of Company. A member is entitled to appoint a proxy of his own choice. 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, the Chairman of the meeting will be deemed to be your proxy. A member may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to different shares held by the member. To appoint more than one proxy you should contact Equiniti's shareholder helpline on 0871 384 2001 from within the UK (or +44 121 415 7047 from outside the UK). Calls to this number cost 8p per minute from a BT landline, other providers' costs may vary. Lines open 8.30 a.m. to 5.30 p.m., Monday to Friday. If the proxy is being appointed in relation to less than your full voting entitlement, please enter 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.
  - To be valid, Forms of Proxy must be received by post or (during normal business hours only) by hand at the offices of the Company's registrars, Equiniti Limited, at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA no later than 11.00 a.m. on 31 December 2012 and must be accompanied by any power of attorney or other authority.
  - Completion and return of a Form of Proxy will not prevent a member from attending and voting at the meeting in person should he wish to do so.
  - 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 agreement to give instructions to the person holding the shares as to the exercise of voting rights.
  - CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting to be held on 3 January 2013 and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST Personal Members, sponsored CREST members and CREST members who have appointed a voting service provider(s) should refer to their CREST sponsor or voting service provider(s) who will be able to take the appropriate action for them.
  - 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's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or 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 (IDRA19) by 11.00 a.m. on 31 December 2012. The time of receipt of the instruction will be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which Equiniti 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 proxy another way.
  - CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will apply to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by a particular time. CREST members and, where applicable, their CREST sponsors or voting service providers should refer to the sections of the CREST Manual concerning practical limitations of the CREST system and timings.
  - 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 2001.
  - Pursuant to Regulation 41 of the Uncertified Securities Regulations 2001, the Company specifies that to be entitled to attend and vote at the General Meeting or any adjournment thereof (and for the purposes of determining the number of votes that may be cast) a person must be entered on the Company's register of members at 6.00 p.m. on 31 December 2012 (or, in the case of an adjourned meeting, 6.00 p.m. on the day which is 2 business days before the time of the adjourned meeting). Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the General Meeting or any adjourned meeting (as the case may be).
  - As at 6 December 2012 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 28,479,804 shares carrying one vote each. Therefore the total voting rights in the Company as at 6 December 2012 are 28,479,804.
  - Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares. In the case of joint holders, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
  - Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
  - Members who wish to communicate with the Company in relation to the meeting should do so using the following means: (i) by writing to the Group Company Secretary at the registered office address or (ii) by writing to the Company's registrars, Equiniti, at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA. No other methods of communication will be accepted. In particular you may not use any electronic address provided either in this notice of meeting or in any related documents to communicate with the Company for any purposes other than those expressly stated.
  - A copy of this notice, and other information required by section 311A of the Companies Act 2006, can be found at [www.Acalplc.co.uk](http://www.Acalplc.co.uk)

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Equiniti Limited  
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