

Form of proxy

Wilmington Group plc – Annual General Meeting on 14 November 2012

Before completing this form, please read the explanatory notes below.

I /We (BLOCK CAPITALS PLEASE)

of

being a member/members of the above-named Company, hereby appoint the Chairman of the Meeting or _____ as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held on 14 November 2012 at 10.00 am and at any adjournment of the Meeting.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the Meeting.

- ☐ 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 4 below.

Ordinary Business	For	Against	Vote withheld
1. To receive the Annual Report and Accounts			
2. To receive and approve the Report on Directors' Remuneration			
3. To declare a final dividend			
4. To reappoint Charles Brady as a Director			
5. To reappoint Mark Asplin as a Director			
6. To reappoint Terry Garthwaite as a Director			
7. To reappoint Neil Smith as a Director			
8. To reappoint Anthony Foye as a Director			
9. To reappoint Derek Carter as a Director			
10. To reappoint Nathalie Schwarz as a Director			
11. To reappoint PricewaterhouseCoopers LLP as Auditors of the Company			
12. To authorise the Directors to agree the remuneration of the Auditors of the Company			
Special Business			
13. To renew the Directors' power to allot relevant securities (ordinary resolution)			
14. To renew the Directors' power to allot equity securities (special resolution)			
15. To authorise the Company to purchase its own shares on the market (special resolution)			
16. To allow a general meeting to be called on 14 clear days' notice (special resolution)			

Signature of shareholder

Date

Notes:

- As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting. You can only appoint a proxy using the procedures set out in these notes.
- The appointment of a proxy does not prevent you from attending the Meeting and voting in person.
- 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 cross out the words "the Chairman of the Meeting or" on the Form of Proxy and insert the 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. 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, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
- You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy please use a separate copy of this form (which you may photocopy) for each proxy, and indicate after the proxy's name the number of shares in relation to which they are authorised to act (which in aggregate, should not exceed the number of ordinary shares in the Company held by you). Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned in the same envelope.
- To direct your proxy how to vote on the resolutions tick the "For" and "Against" boxes as appropriate. To abstain from voting on a resolution, select the relevant "Vote withheld" box. 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. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
- To appoint a proxy using this form, the form must be:
 - completed and signed;
 - sent or delivered to the Company's Registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing BN99 6DA; and
 - received by Equiniti Limited by no later than 10.00 am on 12 November 2012.In the case of an adjournment, the form must be received by Equiniti Limited no later than 48 hours (excluding any part of a day that is not a working day) before the rescheduled Meeting.
- In the case of a member which is a company, this form of proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
- Any power of attorney or any other authority under which this form of proxy is signed (or a notarially certified copy or office copy of such power or authority) must be included with this proxy form.
- CREST members should use the CREST electronic proxy appointment service and refer to note 7 of the Notice of Meeting in relation to the submission of a proxy appointment via CREST.
- In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, 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).
- If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
- For details of how to change your proxy instructions or revoke your proxy appointment see the Notes to the Notice of Meeting.
- You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.