

# Triad Group Plc: Annual General Meeting

## Form of Proxy

I/We ..... of .....

being (a) member(s) of the above named Company, hereby appoint the Chairman of the meeting, or .....

(if you wish to appoint any other by proxy, strike out the words "the Chairman of the meeting, or" and add the name of the other proxy in the blank space, and initial the alteration) as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement on my/our behalf at the Annual General Meeting of the Company to be held at the offices of BDO LLP, 55 Baker Street, London, W1U 7EU at 11.00am on Tuesday 11 August 2015 or at any adjournment thereof.

Number of shares the proxy is appointed over:

The proxy will vote on the resolution set out in the circular to shareholders as indicated:

RESOLUTIONS	For	Against	Votes withheld
1. To receive and adopt the Directors' report, the auditors' report and audited financial statements for the year ended 31 March 2015			
2. To receive and approve the Directors' remuneration report for the year ended 31 March 2015			
3. To re-elect J C Rigg as a Director of the Company			
4. To elect A Leer as a Director of the Company			
5. To re-appoint BDO LLP as the auditors of the Company and to authorise the directors to fix their remuneration			
6. To give the Directors authority to allot relevant securities			
7. To give the Directors authority to allot equity securities for cash			
8. To give the Directors authority to call general meetings (other than an AGM) on not less than 14 clear days' notice			

☐ Please tick here if this proxy appointment is one of multiple appointments being made.

Signature ..... Dated ..... 2015

### EXPLANATORY NOTES:

1. A proxy need not be a member of the Company. Completion of the form of proxy will not preclude shareholders from attending the Annual General Meeting of the Company in person.
2. In the case of joint shareholders, the signature of any one holder will be sufficient, but the names of the joint holders should be stated.
3. If the appointer is a corporation, this form of proxy must be under its common seal or under the hand of some officer or attorney duly authorised in that behalf.
4. You may appoint more than one proxy, but no more than one proxy per share held. If you wish to appoint more than one proxy you should make the appropriate number of copies of this form prior to completion. The aggregate number of ordinary shares over which you may appoint proxies must not exceed your registered shareholding.
5. If you wish your proxy to cast votes for or against a resolution you may insert an "X" in the appropriate box. If you do not want your proxy to vote on any particular resolution, you may insert an "X" in the "Vote withheld" box. A "Vote withheld" is not a vote in law and will not be counted in the calculation of votes "For" or "Against" a resolution. If you do not indicate how your proxy is to vote, you will be deemed to have authorised your proxy to vote or to withhold your vote as your proxy thinks fit. Your proxy will also be entitled to vote at his or her discretion on any other resolution properly before the meeting.
6. Particulars of the Directors standing for re-election are set out in the Notice of Meeting.
7. To be valid an instrument of proxy and any letter or power of attorney (or a duly certified copy thereof) must (failing previous registration with the Company) be lodged with the Company's registrars, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, at least 48 hours before the time appointed for holding the Annual General Meeting.

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Freepost RTHJ-CLLL-KBKU  
Equiniti  
Aspect House  
Spencer Road  
LANCING  
BN99 8LU