

**Notes:**

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company.
2. If you wish to appoint any person(s) other than the chairman of the meeting, insert the name of the person appointed in the space provided.
3. To appoint more than one proxy, you may photocopy this form. Please indicate the proxy holder's name (if you wish to appoint someone other than the chairman of the meeting) and the number of shares in relation to which they are authorised to act as proxy (which, in aggregate, should not exceed the number of shares held by you) and indicating how you wish each proxy to vote or abstain from voting. Please also indicate if the instruction is one of multiple instructions being given.
4. Please indicate by inserting a cross in the appropriate box how you wish your proxy to vote in respect of the resolution. In the absence of any specific direction, the proxy will vote or abstain at his/her discretion, as he/she will on any other matter arising at this meeting.
5. Please note the "vote withheld" option is provided to enable you to instruct your proxy not to vote 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 the votes "for" and "against" a resolution.
6. To be effective, this form duly signed, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of it, must be deposited at or posted to the offices of the Company's registrar, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person(s) named in this form is/are to vote.
7. If this form is given by an individual it must be signed by the individual, or on his behalf by his attorney. If this form is given by a corporation, it must be given under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation.
8. In the case of joint holders, the signature of only one of the joint holders is required on the form of proxy but the vote of the first named on the register of members will be accepted to the exclusion of other joint holders.
9. CREST members may appoint a proxy or proxies electronically via Equiniti (ID RA19). Messages transmitted through CREST must be lodged not less than 48 hours before the time appointed for holding the meeting. Further notes on CREST are contained in the notice of the meeting.
10. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction will not prevent a shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so.
11. As an alternative to completing a hard copy Form of Proxy, a member can appoint a proxy electronically by visiting [www.sharevote.co.uk](http://www.sharevote.co.uk). You will need your Voting ID, Task ID and Shareholder Reference Number (this is the series of numbers printed under your name on the Form of Proxy). Alternatively, if you have already registered with Equiniti Limited's online portfolio service, Shareview, you can submit your Form of Proxy at [www.shareview.co.uk](http://www.shareview.co.uk). Full instructions are given on both websites. The proxy appointment and instructions should reach the Company's registrar, Equiniti, not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof.

You are advised to read the terms and conditions of use carefully. Any electronic communication found to contain a computer virus will not be accepted.

BUSINESS REPLY SERVICE  
Licence No. 10846

2

Equiniti  
Aspect House  
Spencer Road  
Lancing  
West Sussex  
BN99 6ZL



# Form of Proxy for the Annual General Meeting

To be held at 12 noon on 31 January 2013

+



# Form of Proxy for the Annual General Meeting

To be held at 12 noon on 31 January 2013

Annual General Meeting  
Olswang LLP  
90 High Holborn  
London WC1V 6XX

If you plan to attend the Annual General Meeting of ITE Group plc on Thursday, 31 January 2013 at 12 noon at the offices of Olswang LLP, 90 High Holborn, London WC1V 6XX, it would be helpful if you could kindly bring this attendance card and hand it in at the Meeting

**Form of Proxy for use at the Annual General Meeting to be held at the offices of Olswang, 90 High Holborn, London WC1V 6XX at 12 noon on Thursday 31 January 2013. Please read the notes before completing this form.**

Task ID	Shareholder Reference Number
---------	------------------------------

I/We being (a) member(s) of ITE Group plc (the "Company") hereby appoint the chairman of the meeting (See notes 1 and 2) **OR:**

Name:   Number of shares in respect of which proxy is appointed (See note 3)

**Please leave this box blank if you have selected the Chairman. Do not insert your own name(s).**

If this proxy appointment is one of multiple appointments being made please tick here (See note 3)

as my/our proxy to exercise all or any of my/our rights to attend and to speak and vote on my/our behalf at the Annual General Meeting of the Company to be held at 12 noon on Thursday 31 January 2013 and at any adjournment of that meeting and I/we direct, my/our proxy to vote in respect of the resolutions to be proposed at the meeting as indicated below (See notes 4 and 5):

	Vote		Special Resolutions		Vote	
	For	Against	Win/hold	Win/hold	For	Against
<b>Ordinary Resolutions</b>						
1 To receive and adopt the Company's Accounts and the Reports of the Directors and Auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To approve a final dividend of 4.4p per share.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To re-elect Neil England as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To re-elect Michael Hartley as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To re-elect Linda Jensen as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 To re-elect Neil Jones as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 To elect Marco Sodi as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 To re-elect Edward Strachan as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 To re-elect Russell Taylor as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 To re-appoint Deloitte LLP as auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11 To authorise the Directors to agree the auditors' remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12 To approve the Remuneration report.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13 To authorise the Directors to allot relevant securities.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Special Resolutions</b>						
14 To disapply pre-emption rights in certain circumstances.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15 To authorise the Company to make market purchases of its own shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16 To ratify the payment of fees to Non-Executive Directors and to amend the Articles of Association to increase the limit on fees payable.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17 To allow a General Meeting, other than an Annual General Meeting, to be called on not less than 14 clear days' notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Note: Resolution numbers 1-13 will be proposed as ordinary resolutions. Resolution numbers 14-17 will be proposed as special resolutions.

Please indicate if you intend to attend the AGM

Signature or common seal (See notes 6, 7 and 8)

<input type="text"/>	<input type="text"/>
----------------------	----------------------

+