

# Smiths News PLC

## Guidance Notes

### Guidance notes for completion of Proxy Form and electronic proxy voting

1. Shareholders are entitled to appoint one or more proxies to attend, speak and vote at the Annual General Meeting (AGM) on their behalf. If you wish to appoint a proxy please complete the enclosed Proxy Form and return it, together with any power of attorney or other authority (or a duly certified copy of such power or authority) under which it is executed, to the Company's Registrars, Equiniti, so as to be received no later than 11.30am on 22 January 2013. A proxy need not be a shareholder of the Company and the appointment of a proxy will not prevent you from attending and voting in person.
2. You can appoint the Chairman of the Meeting, or any other person, as your proxy. If you wish to appoint someone other than the Chairman, cross out the words 'the Chairman of the Meeting or' on the Proxy Form and insert the name of your proxy in the box provided. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box provided 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).
3. You may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. If you wish to appoint more than one proxy, each proxy must be appointed on a separate Proxy Form. Additional Proxy Forms may be obtained by contacting Equiniti on 0871 384 2771\* or from outside the UK on +44 (0) 121 415 7565, or you may photocopy the attached Proxy Form. Please indicate by ticking the box provided if the proxy appointment is one of multiple appointments being given. All Proxy Forms must be signed and should be returned together.
4. You can instruct your proxy how to vote on each resolution on which a poll is taken by placing an 'X' in the 'For', 'Against' or 'Vote Withheld' boxes as appropriate. Please note that 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. If you do not indicate on the Proxy Form how your proxy should vote, he/she can exercise his/her discretion as to whether, and if so how, he/she votes on each resolution, as he/she will do in respect of any other business which may properly come before the meeting.
5. You must sign and date the Proxy Form in the boxes provided. In the case of joint shareholders, only one need sign the Proxy Form. The vote of the senior joint shareholder will be accepted to the exclusion of the votes of the other joint shareholders. For this purpose, seniority will be determined by the order in which the names of the shareholders appear in the register of members in respect of the joint shareholding. If the Proxy Form is signed by someone else on behalf of the registered holder(s), the appropriate power of attorney or other authority (or a duly certified copy of such power or authority) under which it is executed must be returned with the Proxy Form.
6. A corporation should execute the Proxy Form under its common seal or otherwise in accordance with Section 44 of the Companies Act 2006 or by signature on its behalf by a duly authorised officer or attorney whose power of attorney or other authority should be returned with the Proxy Form.
7. Alternatively, you may submit your proxy appointment electronically by accessing the website [www.sharevote.co.uk](http://www.sharevote.co.uk), where full details of the procedure are given. You will need to have your Proxy Form to hand when you log on as it contains information which will be required to validate your submission. If you wish to appoint more than one proxy electronically please contact Equiniti on 0871 384 2771\* or from outside the UK on +44 (0) 121 415 7565. Electronic proxy voting instructions must be received no later than 11.30am on 22 January 2013.
8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM or any adjournment thereof by using the procedures described in the CREST Manual (available at [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). CREST personal members or other CREST sponsored members, and those 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 on their behalf.
9. In order for a proxy appointment or instruction made using the CREST voting service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK and Ireland specifications, and must contain the information required for such instruction, as described in the CREST Manual which can be viewed at [www.euroclear.com/CREST](http://www.euroclear.com/CREST). All messages relating to the appointment of a proxy or an instruction to a previously appointed proxy, which are to be transmitted through CREST, must be received by Equiniti (ID RA19) no later than 11.30am on 22 January 2013. Normal system timings and limitations will apply in relation to the input of CREST Proxy Instructions. It is therefore the responsibility of the CREST member concerned to take such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsor(s) or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
10. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
11. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the register of members at 6.00pm on the day that is two days before the meeting, or any adjourned meeting. Changes to the register of members after this time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
12. This Proxy Form shows your name as it appears on the register of members. If the information is incorrect, please contact Equiniti on 0871 384 2771\* or from outside the UK on +44 (0) 121 415 7565.

\* Calls to this number cost 8p per minute from a BT landline, other providers' costs may vary. Lines are open 8.30am to 5.30pm, Monday to Friday.

Equiniti  
Aspect House  
Spencer Road  
LANCING  
BN99 8HP



# Smiths News PLC

## Proxy Form

3047-043-S

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Voting ID	Task ID	Shareholder Reference Number

You can register your proxy appointment electronically at [www.sharevote.co.uk](http://www.sharevote.co.uk) using the above numbers.

Before completing this form, please read the guidance notes overleaf.

I/We hereby appoint the Chairman of the Meeting or:

<b>NAME OF PROXY</b> <small>(see Note 2)</small>		<b>NUMBER OF SHARES</b> <small>(see Note 2)</small>		<b>MULTIPLE PROXIES</b> <small>(see Note 3)</small>	
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to act as my/our proxy at the Annual General Meeting of Smiths News PLC to be held at 11.30am on Thursday 24 January 2013 and at any adjournment. Please refer to the Notice of Annual General Meeting for the full text of the resolutions. This personalised Proxy Form is not transferable and should be disregarded if you have sold your shareholding.

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 put before the meeting.

Please indicate your vote by marking the appropriate boxes in black ink like this:

Resolution	Vote			Resolution	Vote		
	For	Against	Withheld		For	Against	Withheld
1 To receive the accounts and reports of the directors and auditor for the year ended 31 August 2012	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 To re-appoint the auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To approve the directors' remuneration report for the year ended 31 August 2012	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12 To authorise the Audit Committee to determine the auditor's remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To declare a final dividend of 5.8p per share	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13 Authority to make political donations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To re-elect Dennis Millard	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14 Authority to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To re-elect Mark Cashmore	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15 Authority to disapply pre-emption rights'	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 To re-elect Jonathan Bunting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16 Authority to make market purchases of ordinary shares'	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 To re-elect Nick Gresham	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17 Authority to call general meetings (other than the AGM) on 14 clear days' notice'	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 To re-elect Andrew Brent	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
9 To re-elect Anthony Cann	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
10 To re-elect John Worby	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

Signature <input style="width: 90%;" type="text"/>	Date <input style="width: 90%;" type="text"/>
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Please place an 'X' in this box if signing on behalf of the shareholder as Power of Attorney, Receiver, or Third Party.   
 To be valid this Proxy Form must be received by the Company's Registrars, Equiniti, at the address printed overleaf by not later than 11.30am on Tuesday 22 January 2013.

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Shareholder Reference Number:

If you plan to attend the Annual General Meeting, to be held at Rowan House, Cherry Orchard North, Kembrey Park, Swindon, Wiltshire SN2 8UH at 11.30am on Thursday 24 January 2013, please bring this card with you and present it at the Registrars' desk on arrival. A venue map is shown opposite.

