



SOFA • CARPET • SPECIALIST

ScS GROUP PLC

(registered in England and Wales with registered number 03263435)

**FORM OF PROXY
ANNUAL GENERAL MEETING**

Voting ID:

Task ID:

Shareholder Reference Number:

You can submit your proxy electronically at www.sharevote.co.uk using the above numbers or by using the CREST Voting Service.

I/We being (a) member(s) of the above named Company, appoint the Chairman of the meeting OR the following person*:

Name of proxy:

No. of shares:

* Please refer to Explanatory Note 2.

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 Ramside Hall Hotel, Durham, DH1 1TD on 23 November 2016 at 12:00 p.m. and at any adjournment of 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 Explanatory Note 3.)

I/We would like my/our proxy to vote on the resolutions to be proposed at the meeting as indicated on this form. Unless otherwise instructed, the proxy can vote as he or she chooses or can decide not to vote at all in relation to any business of the meeting.

Ordinary Resolutions

1. To receive the Company's annual report and accounts for the financial year ended 30 July 2016.
2. To approve the directors' remuneration report for the financial year ended 30 July 2016.
3. To declare a final dividend of 9.83p per ordinary share for the financial year ended 30 July 2016.
4. To appoint PricewaterhouseCoopers LLP as auditor of the Company.
5. To authorise the Audit Committee to determine the auditor's remuneration.
6. To elect Chris Muir as a director of the Company.
7. To re-elect Alan Smith as a director of the Company.
8. To re-elect David Knight as a director of the Company.
9. To re-elect Paul Daccus as a director of the Company.

For	Against	Vote withheld
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Ordinary Resolutions

10. To re-elect Ronald McMillan as a director of the Company.
11. To re-elect George Adams as a director of the Company.
12. To authorise the directors to allot shares under section 551 of the Companies Act 2006.
13. To authorise the Company to incur political expenditure.

For	Against	Vote withheld
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Resolutions

14. To authorise the directors to allot shares on a non-pre-emptive basis in accordance with sections 570 and 573 of the Companies Act 2006.
15. To authorise the Company to make market purchases of its own shares.
16. To authorise the appropriation of distributable profits to the payment of the Distribution and to waive and release claims in connection with the payment of the Distribution.

For	Against	Vote withheld
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature:

Date:

Notes

1. You are entitled to appoint one or more proxies of your own choice to exercise all or any of your rights to attend and to speak and vote at the meeting. A proxy need not be a shareholder of the Company. If you appoint more than one proxy, each proxy must be appointed to exercise the rights attached to a different share or shares held by you. You can only appoint a proxy in accordance with the procedures set out in these notes and in the notes to the notice of meeting.
2. If you wish to appoint the Chairman of the meeting as your proxy, please leave the space provided blank. If you wish to appoint a proxy other than the Chairman of the meeting, please insert their full name in the space provided. If you sign and return the form with no name in the space provided, the Chairman of the meeting will be deemed to be your proxy in respect of your full voting entitlement. If you are appointing a proxy other than the Chairman of the meeting and wish the proxy to be appointed in relation to less than your full voting entitlement, please enter in the box next to the name of the proxy the number of shares in relation to which they are authorised to act as your proxy. If you sign and return the form and leave this box blank, your proxy will be deemed to be authorised to act in respect of your full voting entitlement (or if this form of proxy has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account.)
3. To appoint more than one proxy, you will need to complete a separate form in relation to each appointment. Additional forms may be obtained by contacting Equiniti Limited on 0371 384 2030 or you may photocopy this form. You will need to state clearly on each form the number of shares in relation to which the proxy is appointed. Please therefore indicate in the box next to the name of the proxy the number of shares in relation to which they are authorised to act as your proxy. 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 should be returned together in the same envelope. A failure to specify the number of shares each proxy appointment relates to or specifying a number in excess of the number of shares held by you may result in the proxy appointment being invalid.
4. Completion and return of this form of proxy will not preclude you from attending and voting in person at the meeting if you wish. If you wish a proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman of the meeting and give them the relevant instructions directly.
5. If you want your proxy to vote in a certain way on the resolutions specified, please indicate with an 'X' in the appropriate box above how you wish your vote to be cast. If you fail to select any of the given options, your proxy can vote as he or she chooses or can decide not to vote at all. Your proxy can also do this on any other business which may come before the meeting, including amendments to resolutions and any procedural business.
6. The 'vote withheld' option on this form of proxy 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 votes 'for' and 'against' a resolution.
7. In the case of a corporation, this form of proxy must be executed under its common seal or signed on its behalf by its duly authorised officer, attorney or other person authorised to sign.
8. In the case of joint holders, only one need sign, but the names of all the joint holders must be stated. The vote of the senior joint holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders. For this purpose, seniority shall be determined by the order in which the names appear in the register of members in respect of the joint holding.
9. To be valid, this form of proxy (duly signed and together with any power of attorney or other authority under which it is signed) must be received by post or (during normal business hours only) by hand at the offices of Equiniti Limited, no later than 12:00 p.m. on 21 November 2016 (or, if the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting).
10. As an alternative to completing the hard copy proxy form, a shareholder may appoint a proxy or proxies electronically at www.sharevote.co.uk. For an electronic proxy appointment to be valid, the appointment must be received by Equiniti Limited no later than 12:00 p.m. on 21 November 2016 (or, if the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting). Any electronic communication sent by a shareholder to the Company or Equiniti Limited which is found to contain a virus will not be accepted by the Company, but every effort will be made by the Company to inform the shareholder of the rejected communication.
11. CREST members who wish to appoint a proxy or proxies for the meeting (or any adjournment of it) through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must be transmitted so as to be received by Equiniti Limited (ID RA19) no later than 12:00 p.m. on 21 November 2016 (or, if the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting). Please refer to the notes to the notice of meeting for further information on proxy appointments through CREST.
12. You may not use any electronic address provided in this form of proxy to communicate with the Company for any purposes other than those expressly stated.