

FORM OF PROXY – STOBART GROUP LIMITED

(a non-cellular limited liability company incorporated and registered in Guernsey, registered number 39117)

For use at a General Meeting of the members of Stobart Group Limited to be held at the offices of Morgan Sharpe Administration Ltd, Old Bank Chambers, La Grande Rue, St Martin's, Guernsey, GY4 6RT on 31 March 2014 at 12:00 p.m. Before completing this form, please read the explanatory notes below

FORM OF PROXY – STOBART GROUP LIMITED

Bar Code:

Investor Code:

Event Code:

I/We _____ of _____

being (a) holder(s) of ordinary shares of £0.10 each in the capital of Stobart Group Limited (Company), hereby appoint the Chairman of the meeting or (see note (3))

_____ of _____

as my/our proxy to attend, speak and vote on my/our behalf at the General Meeting of the Company to be held on 31 March 2014 at 12:00 p.m. and at any adjournment thereof. I/We direct the proxy to vote on the resolution as follows (see notes (1) and (2))

RESOLUTIONS Please mark 'X' to indicate how you wish to vote

ORDINARY RESOLUTION

Approval of the proposed disposal of the entire issued share capital of Eddie Stobart Logistics Limited and the entry into a licence agreement.

For	Against	Withheld	Discretionary
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

SPECIAL RESOLUTION

Authority for the Company to make one or more market acquisitions of its ordinary shares of 10 pence each.

<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
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Please indicate how you wish to vote with a tick in the appropriate box. If no indication is given, your proxy will be deemed to have the authority to vote or abstain at his/her discretion.

Date

_____ 2014

Signature

(See Note 6 below) or
Common Seal
(See Note 5 below)

Notes to the proxy form

1. As a member of the Company, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the General Meeting and you should have received a proxy form with this notice of General Meeting. You can only appoint a proxy using the procedures set out in these notes.
2. To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". 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 that is put before the meeting.
3. 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, you should write their full name and address, and delete the words "the Chairman of the meeting". 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 speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
4. To appoint a proxy using the proxy form, this form must be:
 - completed and signed; and
 - sent or delivered by post or by hand to Capita Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU;in each case so as to be received by Capita Asset Services no later than 12:00 pm on 28 March 2014.
5. In the case of a member which is a company, the proxy form 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 the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
6. 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 holder elected to represent all joint holders will be accepted. In the absence of any such election, the holder whose name stands first on the Company's register of members shall alone be entitled to appoint a proxy.
7. To change your proxy instructions simply submit a new form of proxy using the methods set out above. Where you have appointed a proxy using the hard-copy form of proxy and would like to change the instructions using another hard-copy form of proxy, please contact Capita Asset Services to request a further hard-copy form of proxy on 0871 664 0300 (calls cost 10p per minute plus network extras) or +44 20 8639 3399 if calling from outside the UK. Lines are open 8.30 a.m. to 5.30 p.m. (London time) Monday to Friday (except UK public holidays). Calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the proposals nor give any financial, legal or tax advice. If you submit more than one valid form of proxy, the form received last before the latest time for the receipt of proxies will take precedence.
8. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Capita Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU. In the case of a member which is an individual the revocation notice must be under the hand of the appointer or of his attorney duly authorised in writing or in the case of a member which is a company, the revocation notice must be executed under its common seal or under the hand of an officer of the company or an attorney duly authorised. Any power of attorney or any other authority under which the revocation notice is signed (or a notarially certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Capita Asset Services before the time fixed for the holding of the General Meeting, or any adjourned meeting. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid. The completion and return of the form of proxy will not preclude you from attending the General Meeting. If you have appointed a proxy and attend the General Meeting in person and vote, your proxy appointment will terminate.
9. Except as provided above, members who have general queries about the General Meeting should contact Capita Asset Services on 0871 664 0300 (calls cost 10p per minute plus network extras) or +44 20 8639 3399 if calling from outside the UK. Lines are open 8.30 a.m. to 5.30 p.m. (London time) Monday to Friday (except UK public holidays). Calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the proposals nor give any financial, legal or tax advice. No other methods of communication will be accepted.
10. To appoint a proxy, revoke the appointment of a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the Company's agent, Capita Asset Services, by 12:00 p.m. on 28 March 2014. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST Personal Members or other CREST sponsored members, and those CREST Members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings please refer to the CREST Manual. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Business Reply
Licence Number
RSBH-UXKS-LRBC

Capita Asset Services
PXS
The Registry
34 Beckenham Road
Beckenham
Kent
BR3 4TU

