

NOTES TO THE FORM OF PROXY

These notes relate to the methods of appointing proxies for the Annual General Meeting to be held on 9 November 2012.

1. You are entitled to appoint another person as your proxy to exercise all or any of your rights to attend and to speak and vote at the meeting. You may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you.
2. A proxy need not be a shareholder but must attend the meeting to represent you. If you wish to appoint someone other than the Chairman of the meeting, insert the name of the person you wish to appoint in block capitals in the space provided. If the proxy is being appointed in relation to less than your full entitlement, please enter in the box next to the proxy holder's name, the number of shares in relation to which the proxy is authorised to act. If that box is left blank, the proxy will be deemed to be authorised in respect of your full voting entitlement. Where you appoint someone other than the Chairman as your proxy, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments at the meeting on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
3. If you wish to register your proxy appointment electronically through the internet, please use www.sharevote.co.uk, where full details of the procedure are given. You will have to enter the reference number, card ID and account number shown on this form.
4. CREST members should please refer to the notice of meeting for instructions regarding CREST electronic proxy appointment services. CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider.
5. If you wish to register your proxy appointment in paper form, please comply with the following notes:
 - a. You may, if you wish, delete the words 'Chairman of the meeting' and insert the name of a proxy of your choice in the box, who need not be a member. Please initial that alteration.
 - b. To appoint more than one proxy, additional proxy forms may be obtained by contacting our registrar, Equiniti Limited, on 0871 384 2202* or you may copy this form. Please indicate in the box next to the proxy holder's name the number of shares in relation to which the proxy is authorised to act as your proxy. Please also indicate, by ticking the box provided, if the proxy appointment is one of multiple appointments made. All forms must be signed and should be returned together in the same envelope to the address shown below.
 - c. The form of proxy and, if relevant, the power of attorney or other authority under which it is signed, or a certified copy of that power or authority, must be received by our registrar, Equiniti Limited, by 11.00 a.m. on 7 November 2012. If the form is posted in the United Kingdom, there is no postage to pay. No envelope is necessary. If you wish to use an envelope, please address it to Equiniti Limited, FREEPOST SEA 10855, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZX. If the form is posted outside the United Kingdom, you should return it in an envelope using the address shown above and you will need to pay the postage.

* Calls to the number are charged at 8p per minute from a BT landline. Charges for calls from mobiles and other networks may vary. Lines are open 8.30 a.m. to 5.30 p.m. Monday to Friday. Overseas shareholders should call +44 121 415 7533.

...continued overleaf

 GallifordTry plc
Proxy for the Annual General Meeting of Galliford Try plc

Reference number	Card ID	Account number

You may submit your proxy electronically at www.sharevote.co.uk using the above numbers.

I/We appoint the Chairman of the meeting or the following person:

Number of shares

(See note 5(a) on the back of the attendance card) 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 Galliford Try plc to be held at the offices of The Royal Bank of Scotland plc, 3rd Floor Conference Centre, 250 Bishopsgate, London EC2M 4AA on 9 November 2012 at 11.00 a.m. and at any adjournment. This form of proxy relates to the resolutions listed below and any other business transacted at the meeting or any adjournment. I/We wish my/our proxy to vote on the resolutions proposed at the meeting as instructed on this form. The proxy will vote, or abstain from voting, at his or her discretion on any resolution listed below if no instruction is given regarding that resolution and on any other business transacted at the meeting or any adjournment.

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

The vote withheld option is provided to enable you to instruct the proxy not to vote on any particular resolution. A vote withheld is not a vote in law and will not, therefore, be counted in the calculation of the proportion of votes for and against a resolution.

* For the appointment of more than one proxy, please refer to note 5(b) on the back of the attendance card.

Please indicate your instructions by marking the "For", "Against" or "Vote withheld" boxes in black ink like this: ☐

Resolution	For	Against	Vote withheld
1 Receiving the report and financial statements	☐	☐	☐
2 Approval of the directors' remuneration report	☐	☐	☐
3 Declaration of final dividend	☐	☐	☐
4 Re-appointment of Ian Coull	☐	☐	☐
5 Re-appointment of Amanda Burton	☐	☐	☐
6 Re-appointment of Greg Fitzgerald	☐	☐	☐
7 Re-appointment of Andrew Jenner	☐	☐	☐
8 Re-appointment of Peter Rogers	☐	☐	☐
9 Re-appointment of auditors	☐	☐	☐
10 Authority to set the remuneration of the auditors	☐	☐	☐
11 Directors' authority to allot shares	☐	☐	☐
12 Directors authority to disapply statutory pre-emption rights	☐	☐	☐
13 Authority for the Company to purchase its own ordinary shares	☐	☐	☐
14 Notice period for general meetings	☐	☐	☐

Signature	Date

Annual General Meeting
Friday 9 November 2012
At 11:00 a.m.

Account number:

If you come to the meeting please bring this card with you. It is evidence of your right to attend and vote at the meeting and will help you gain admission as quickly as possible. Directions are given overleaf.

Doors to the meeting will open at 10:50 a.m. Admittance will not be allowed before this time.

If you are attending the meeting and would like to ask a question, which should relate to the business of the meeting you may, if you wish, register this in advance. You can send advance notice of your question to kevin.corbett@gallifordtry.co.uk

If you have a disability or impairment, please let us know, so that we may try to make suitable arrangements at the meeting.

NOTES TO THE FORM OF PROXY (continued)

- d. If the member is a corporation, the form of proxy must be executed either under seal or in any other manner having the same effect or under the hand of an officer or the person duly authorised in writing stating their capacity (e.g. director, secretary, duly authorised attorney).
- e. For joint holders, the signature of any one of them will suffice. The instructions of the senior joint holder will be accepted to the exclusion of those of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the register of members for the joint holding.
- f. The address shown overleaf is that appearing in the register of members and form of proxy and attendance card and is not transferable.
- 6. To be entitled to vote at the meeting (and for the purpose of determining the number of votes that may be cast); shareholders' names must be entered in the register of members at 6.00 p.m. on 7 November 2012.
- 7. The completion and return of the proxy form does not prevent a shareholder from attending the meeting and voting in person.
- 8. Addresses (including electronic addresses) in this document are included strictly for the purposes provided and not for any other purposes.
- 9. Full details of the resolutions to be proposed at the meeting, with explanatory notes, are set out in the Notice of Annual General Meeting.

How to reach the Royal Bank of Scotland Conference Centre

By rail: RBS is located on Bishopsgate, only a few minutes' walk from Liverpool Street and Moorgate underground and mainline stations.

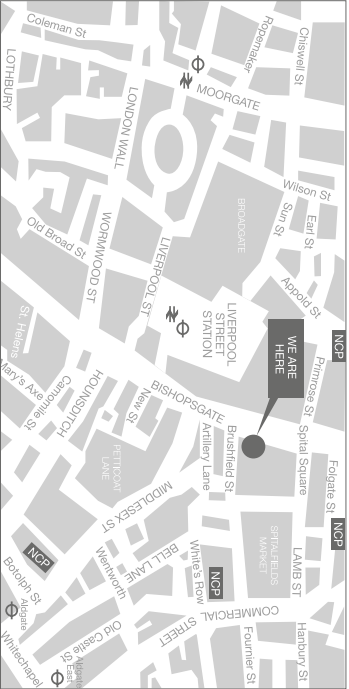
Car parking: There are no car parking spaces available at 250 Bishopsgate. Please use one of the NCP car parks shown below.

Address

The Royal Bank of Scotland plc
3rd Floor Conference Centre
250 Bishopsgate
London EC2M 4AA

Telephone

020 7678 8000



BUSINESS REPLY SERVICE
Licence No. SEA 10855

Equiniti Limited
Aspect House
Spencer Road
Lancing
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