

NOTES ON FILLING IN YOUR FORM OF PROXY

- (1) In the case of a corporation this proxy must be executed either under its common seal or under the hand of an officer or attorney duly authorised.
- (2) This proxy together with any power of attorney, or other authority under which it is signed must be received by the company at its registrars' office (address as over) not less than 48 hours before the time for the holding of the meeting.
- (3) If you want to appoint the Chairman as your proxy, insert "Chairman" in the space. 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. Any member of the company entitled to attend, speak and vote at this meeting may appoint another person or persons as a proxy to attend, speak and, on a poll, to vote in his stead. The proxy need not be a member 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. If the proxy is being appointed in relation to less than your full voting entitlement, please enter next to the name of the proxy the number of shares in relation to which they are authorised to act in respect as your proxy. If you sign and return the form and do not provide the number of shares to which it relates, your proxy will be deemed to be authorised to act in respect of your full voting entitlement.
- (4) To appoint more than one proxy you will need to complete a separate form in relation to each appointment. You may photocopy this form for the purposes of appointing more than one proxy. You will need to state clearly on each form the number of shares in relation to which the proxy is appointed (see note (3)). 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.
- (5) As an alternative to completing your hard-copy proxy form, you can appoint a proxy electronically at www.capitashareportal.com. For an electronic proxy appointment to be valid, your appointment must be received by no later than 11:30am on Wednesday 22 May 2013.
- (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 votes "for and "against" a resolution.

S&U Plc

FORM OF PROXY

for use at the Annual General Meeting of the Company to be held on 24 May 2013 at 11.30 am

Shareholder Name

By filling in and returning this form, I/we appoint (see note 3)

to act as my/our proxy and to attend, speak and vote for me/us on my/our behalf at the Annual General Meeting of the company, to be held on the 24 May 2013 at 11.30 a.m. and any adjournment thereof, and in respect of the resolutions set forth in the notice convening such meeting to vote thereon as directed below, or failing any direction as regards the resolutions, as my/our proxy thinks fit both as to how he/she votes and as to whether or not he/she abstains from voting.

☐ Please tick here if this proxy appointment is one of multiple appointments being made.
(For the appointment of more than one proxy, see note 4.)

The manner in which the proxy is to vote should be indicated by inserting 'X' in the appropriate box.

	For	Against	Vote withheld
Ordinary Resolutions			
Resolution No. 1 – To receive and adopt the Statement of Accounts for the year ended 31 January 2013 together with the Reports of the Directors and Auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution No. 2 – To approve the report of the Board on remuneration policy.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution No. 3 – To declare a final dividend.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution No. 4 – To re-elect Graham Coombs as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution No. 5 – To re-elect Chris Redford as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution No. 6 – To re-elect Fiann Coombs as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution No. 7 – To re-appoint Deloitte LLP as auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution No. 8 – To authorise the directors to agree the remuneration of the Auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution No. 9 – To approve the amendment of the S&U plc 2010 Long-Term Incentive Plan to allow the grant of an exceptional award to Guy Thompson.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution No. 10 – To give the authority to make political donations and other political expenditure.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution No. 11 – To give the company authority to allot shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolutions			
Resolution No. 12 – Disapplication of pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution No. 13 – To authorise market purchases of company's own £1 cumulative preference shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution No. 14 – To authorise market purchases of company's own 31.5% cumulative preference shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution No. 15 – That a general meeting (other than an AGM) may be called on not less than 14 days notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signed this day of2013

Signature.....

Capita Registrars
PXS
34 Beckenham Road
BECKENHAM
Kent
BR3 4TU

AFFIX
STAMP
HERE

S&U Pic
Annual General Meeting – 24 May 2013

REGISTRATION CARD

If you attend the Annual General Meeting at Nuthurst Grange Hotel, Hockley Heath, Warwickshire B94 5NL
on Friday 24 May 2013 at 11.30 am please bring this card with you