ATTENDANCE CARD

Pace plc – ANNUAL GENERAL MEETING 2015

You may submit your proxy electronically using the Share Portal service at www.paceshares.com. If not already registered for the Share Portal, you will need your Investor Code below.

NOTICE OF AVAILABILITY – 2014 Report and Accounts and Notice of 2015 AGM

Important –
Please read carefully.

You can now access the 2014 Annual Report and Accounts and Notice of 2015 AGM by visiting the 'Investors' section of our website at **www.pace.com**
You may submit your proxy via the internet at: **www.paceshares.com**

To be held at: Pace plc, Salts Mill, Victoria Road, Saltaire, West Yorkshire, BD18 3LF
at 11am, Thursday 23 April 2015.

If you wish to attend this meeting in your capacity as a holder of ordinary shares, please sign this card and on arrival hand it to the Company's registrars. This will facilitate entry to the meeting.

Signature of person attending

Barcode:

Investor Code:

FORM OF PROXY

Pace plc – ANNUAL GENERAL MEETING 2015

Bar Code:

Investor Code:

Event Code:

I/We being a member of the Company hereby appoint the Chairman of the meeting or (see note 1 over)

Name of proxy | Number of shares proxy appointed over

as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held at 11am, Thursday 23 April 2015 and at any adjournment thereof. I have indicated with a 'X' how I/we wish my/our votes to be cast on the following resolutions:
If you wish to appoint multiple proxies please see note 2 over. ☐ Please also tick here if you are appointing more than one proxy.

RESOLUTIONS

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

Resolution	For	Against	Vote Withheld
1. To receive the accounts and the report of the directors and auditors thereon.			
2. To approve the remuneration report of the directors.			
3. To declare a final dividend of 4.75 cents per ordinary share.			
4. To elect Mark Shuttleworth as a director of the Company.			
5. To re-elect Mike Pulli as a director of the Company.			
6. To re-elect Mike Inglis as a director of the Company.			
7. To re-elect Patricia Chapman-Pincher as a director of the Company.			
8. To re-elect John Grant as a director of the Company.			
9. To re-elect Allan Leighton as a director of the Company.			

RESOLUTIONS

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

Resolution	For	Against	Vote Withheld
10. To re-elect Amanda Mesler as a director of the Company.			
11. To appoint KPMG LLP as auditors.			
12. To authorise the directors to determine the auditors' remuneration.			
13. To authorise the directors to allot ordinary shares.			
14. To disapply statutory pre-emption rights.			
15. To authorise the directors to make market purchases of ordinary shares.			
16. To allow the directors to call any general meeting other than an annual general meeting on not less than 14 days' clear notice.			

Signature

Date

You may submit your proxy electronically at www.paceshares.com

Notes

1. To appoint as a proxy a person other than the Chairman of the Meeting, insert the full name in the space provided. A proxy need not be a member of the Company. Appointment of a proxy does not preclude you from attending the meeting and voting in person.
2. You may appoint one or more proxies of your choice to attend the meeting and any adjournment thereof, and speak and vote instead of you, provided each proxy is appointed to exercise rights in respect of different shares. To appoint more than one proxy you may photocopy this form indicating on each copy the name of the proxy you wish to appoint and the number of shares in respect of which the proxy is appointed. All forms must be signed and should be returned to Capita Registrars in the same envelope.
3. Unless otherwise indicated the proxy will vote as they think fit or, at their discretion, abstain from voting.
4. The form of proxy below must arrive not later than 48 hours before the time set for the meeting at Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU during normal business hours accompanied by any power of attorney under which it is executed (if applicable) no later than 48 hours before the time set for the meeting. You may also deliver by hand to the same address during usual business hours.
5. A corporation must execute the form of proxy under either its common seal or the hand of a duly authorised officer or attorney.
6. The form of proxy is for use in respect of the shareholder account specified above only and should not be amended or submitted in respect of a different account.
7. If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for receipt of proxies will take precedence.
8. The "vote withheld" option is to enable you to abstain on any particular resolution. Such a vote is not a vote in law and will not be counted in the votes "For" and "Against" a resolution.
9. Shares held in uncertificated form (ie in CREST) may be voted through The CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
10. Alternatively you may return the proxy form using the freepost address: FREEPOST CAPITA PXS. Please note that it may take up to five working days for the form to be delivered using this method.

Business Reply Plus
Licence Number
RLUB-TBUX-EGUC

1

PXS 1
34 Beckenham Road
Beckenham
BR3 4ZF