

PROXY FORM

CPPGROUP PLC (the “Company”) – for use at the Annual General Meeting of the Company to be held at 2.30 p.m. on 17 June 2013 at Holgate Park, York, YO26 4GA (the “Meeting”).



Before completing this form, please read the explanatory notes below:

RESOLUTIONS

Please mark with an “X” to indicate how you wish to vote

Ordinary business

		For	Against	Vote withheld
1	To receive and consider the Directors’ Report, the Directors’ Remuneration Report, the Auditor’s Report and the Financial Statements for the year ended 31 December 2012			
2	To approve the Directors’ Remuneration Report for the year ended 31 December 2012			
3	To re-elect Paul Stobart as a director of the Company			
4	To re-elect Charles Gregson as a director of the Company			
5	To re-elect Shaun Parker as a director of the Company			
6	To re-elect Duncan McIntyre as a director of the Company			
7	To re-elect Hamish Ogston as a director of the Company			
8	To re-elect Les Owen as a director of the Company			
9	To re-appoint Deloitte LLP as auditor of the Company			
10	To authorise the directors to set the auditor’s remuneration			

Special business

		For	Against	Vote withheld
11	To give the directors authority to make political donations for the purposes of sections 366 and 367 of the Companies Act 2006			
12	To give the directors authority to allot shares pursuant to section 551 of the Companies Act 2006			
13	To authorise the directors to disapply pre-emption rights pursuant to section 571 of the Companies Act 2006			
14	To authorise the Company to make market purchases of ordinary shares pursuant to section 701 of the Companies Act 2006			
15	To amend the Company’s articles of association			
16	To authorise a general meeting other than an annual general meeting to be held on not less than 14 clear days’ notice			

I/we would like my/our proxy to vote on the resolutions proposed at the Annual General Meeting of the Company to be held at 2.30 p.m. on 17 June 2013 and any adjournment thereof as indicated on this form. Unless otherwise instructed, the proxy may vote or abstain as he or she sees fit in relation to any business of the Meeting.

You may register your proxy by completing and returning this card or you may submit your proxy electronically at www.capitashareportal.com. Alternatively, CREST members may register their proxy by utilising the CREST electronic appointment service, as set out in note 10.

I/We \_\_\_\_\_ (print name) the undersigned, being a member(s) of the above Company entitled to attend and vote at the Meeting hereby appoint the chairman of the Meeting or (see note 3) \_\_\_\_\_ 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 2.30 p.m. on 17 June 2013 and any adjournment thereof and in respect of the resolutions set out in the Notice of the Meeting to vote as indicated above (see note 5).

Please tick here if the proxy is one of multiple appointments being made (see note 4). ☐

Please enter the number of shares to which this proxy relates or leave blank to authorise this proxy to act in relation to your full voting entitlement.

Signature   
(See note 11)

Date

This card should be returned to Capita Registrars, to arrive no later than 2.30 p.m. on 13 June 2013.

Explanatory notes to the proxy form

- As a member of the Company you are entitled to appoint one or more proxies of your own choice to exercise all or any of your rights to attend, speak and vote on your behalf at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
- Submission of a proxy form does not preclude you from attending the Meeting or any adjournment thereof and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.
- 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, delete the words “the chairman of the Meeting or” and insert their full name in the space provided. If you sign and return this proxy form with no name inserted, the chairman of the Meeting will be authorised to act as 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 make any comments on your behalf, you will need to appoint someone other than the chairman and give them the relevant instructions directly.
- You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. Please indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. Please indicate in the box provided the number of shares in relation to which your proxy is authorised to act as such. To appoint more than one proxy you may photocopy this form. To be effective each different proxy appointment form must be lodged, along with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such authority, with the Company’s Registrar at: Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU not later than 48 hours before the time appointed for the Meeting (excluding non-working days). All forms must be signed and should be returned together in the same envelope.
- 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. The “Vote withheld” option is provided to enable you to instruct your proxy not to vote on any particular resolution. A “Vote withheld” is not a vote in law and will not be counted in the calculation of the proportion of votes “for” or “against” a resolution. If no voting indication is given, your proxy may vote or abstain from voting at his or her discretion on the resolution to be proposed as he or she will upon any other matter which is put before the Meeting.
- To validly appoint a proxy or proxies using the proxy form, the form must be
  - completed and signed by the appointor or their duly authorised attorney;
  - received by post or by hand. (during normal business hours only) together with any power of attorney or other authority under which it is signed or a notarially certified copy of such power or a copy certified in accordance with the Power of Attorney Act 1971 or in some other manner approved by the directors, by the Company’s Registrar at Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU; and
  - received by Capita Registrars not less than 48 hours before the time appointed for the Meeting being no later than 2.30 pm. on 13 June 2013.
- In the case of a corporation, this proxy form must be executed under its common seal or under the hand of a duly authorised officer of the company or an attorney for the company, or other person so authorised, stating their capacity (e.g. director, secretary).
- In accordance with paragraph 6 above, any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

ATTENDANCE CARD

CPPGroup Plc

Annual General Meeting to be held on 17 June 2013 (the “Meeting”)

The Annual General Meeting of the Company is to be held at 2.30 p.m. on 17 June 2013 at Holgate Park, York, YO26 4GA. If you wish to attend, please fill in your details and sign the form below, bring it with you and hand it in on arrival. This will facilitate your entry to the Meeting.

Name: (BLOCK CAPITALS)

Address: (BLOCK CAPITALS)

Signature:

Investor Code:

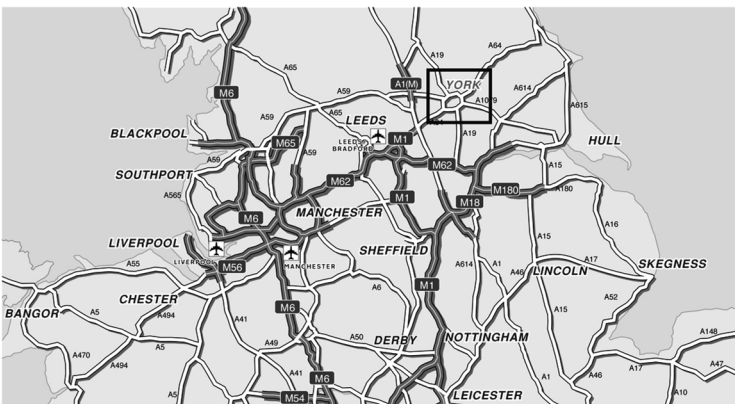
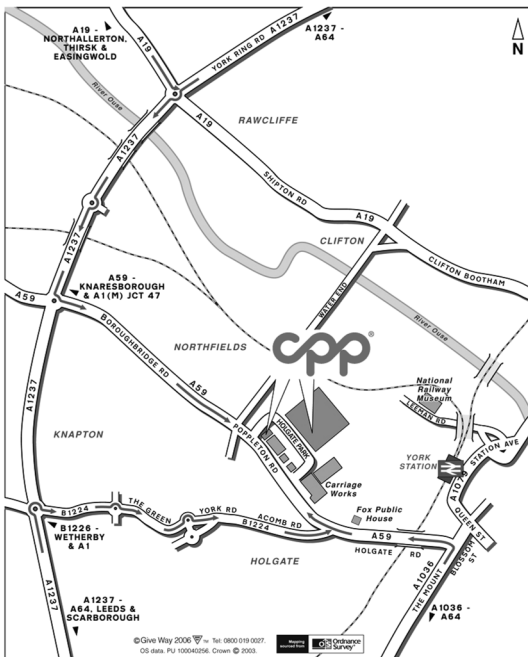


Tel: 01904 544 500  
Fax: 01904 544 558  
[www.cppgroupplc.com](http://www.cppgroupplc.com)

 **York Station**  
Only 5 minutes by taxi.

 **Leeds/Bradford Airport**  
Allow for a 1 hour drive.

**P Parking** - Please call us prior to arrival to arrange parking.



- 9 As an alternative to completing this hard copy proxy form, you can appoint a proxy electronically by using the share portal service at [www.capitashareportal.com](http://www.capitashareportal.com). For an electronic proxy appointment to be valid, your appointment must be received by Capita Registrars not less than 48 hours before the time appointed for the Meeting (excluding non-working days).
- 10 CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by Capita Registrars, whose CREST participant ID is RA10, by no later than 48 hours before the time appointed for the Meeting (excluding non-working days).
- 11 In the case of joint holders of a share any one holder may sign or electronically register the proxy form, but the vote of the senior who votes, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. Seniority is determined by the order in which the names of the joint holders stand in the Company's register of members in respect of the share (the first names being the most senior).
- 12 If you submit more than one valid proxy appointment, the proxy form last received before the latest time for the receipt of proxies will take precedence.
- 13 If a proxy is received which, with proxies received earlier, covers more than your total holding at the relevant time, the earlier proxy or proxies will be disregarded.
- 14 For details of how to change your proxy instructions or revoke your proxy appointment see notes 12 & 13 to the Notice of the Meeting.
- 15 You must not use any electronic address provided in this proxy form to communicate with the Company for any purpose other than those expressly stated.