

ATTENDANCE CARD

Tribal Group plc - ANNUAL GENERAL MEETING

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

Notice of Availability - Notice of AGM and Annual Report 2011

Important - please read carefully
You can now access the Annual Report and Accounts for the year ended 31 December 2011 and Notice of Meeting by visiting this website: www.tribalgroup.com/investors
Please notice the deadline for receiving proxies is by no later than 10.00 a.m. on 14 May 2012, which is 48 hours before the start of the meeting.

Notes on form of proxy:

- Any member of the Company entitled to attend, speak and vote at a general meeting of the Company may appoint a proxy to attend, speak and vote in his place. A proxy need not be a member of the Company.
- To appoint as a proxy a person other than the Chairman of the meeting insert the full name in the space provided. You can appoint more than one proxy provided each proxy is appointed to exercise the rights attached to different shares held by you (so a member must hold more than one share to be able to appoint more than one proxy). The following options are available:
 - To appoint the Chairman as your sole proxy in respect of all your shares, simply fill in any voting instructions in the appropriate box and sign and date the form of proxy.
 - To appoint a person other than the Chairman as your sole proxy in respect of all your shares, delete the words 'the Chairman of the meeting or' and insert the name of your proxy in the space provided. Then fill in any voting instructions in the appropriate box and sign and date the form of proxy.
 - To appoint more than one proxy, you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. If you wish to appoint the Chairman as one of your multiple proxies, simply write 'Chairman of the Meeting'. All forms must be signed and should be returned together in the same envelope.

continued overleaf

To be held at the offices of Osborne Clarke, One London Wall, London EC2Y 5EB at 10.00 a.m. on Wednesday 16 May 2012.

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

Tribal Group plc - ANNUAL GENERAL MEETING

Bar Code:

Investor Code:

I/We being a member of the company hereby appoint the Chairman of the meeting or (see note 1)
Name of proxy Number of shares proxy appointed over

Event Code:

as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held at 10.00 a.m. on Wednesday 16 May 2012 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 1 over. ☐ Please also tick here if you are appointing more than one proxy.

RESOLUTIONS

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

- | | For | Against | Vote Withheld |
|---|-------------------------------------|-------------------------------------|-------------------------------------|
| 1 To receive and adopt the report of the directors and the audited financial statements. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 2 To approve the directors' remuneration report. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 3 To declare a final dividend of 0.6p per share for the year ended 31 December 2011. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 4 To re-appoint Deloitte LLP as Auditors of the Company and to authorise the directors to determine their remuneration. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 5 To elect as a Director Katherine Innes Ker who offers herself for re-election. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 6 To elect as a Director John Ormerod who offers himself for re-election. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 7 To elect as a Director Keith Evans who offers himself for re-election. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 8 To elect as a Director Steve Breach who offers himself for re-election. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |

RESOLUTIONS

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

- | | For | Against | Vote Withheld |
|---|-------------------------------------|-------------------------------------|-------------------------------------|
| 9 To elect as a Director Simon Ball who offers himself for re-election. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 10 To elect as a Director Mathew Masters who offers himself for re-election. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 11 To authorise the directors to allot shares. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 12 To empower the directors to disapply statutory pre-emption rights. (Special Resolution). | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 13 To authorise the Company to make market purchases of its own shares. (Special Resolution). | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 14 To amend the notice period of general meetings. (Special Resolution). | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 15 To adopt new articles of association (Special Resolution). | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |

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

Signature

Date

JOB No	73173 Tribal proxy			DATE STARTED	12.04.12	STARTED BY	ANNA
PREVIOUS JOB No	70650	DATE AMENDED	17.04.12	AMENDED BY	TAMMY	PROOF No	2
TEMPLATE NAME		SIZE	210X297	COLORS	CMYK		
SAVED IN	PROXY	A/C HANDLER	CC STUDIO	CLIENT'S NAME	S OATLEY		

Notes on form of proxy (continued)

3.

If the proxy is being appointed for less than your full entitlement please indicate the number of shares in relation to which that person is authorised to act as your proxy. If this section is left blank your proxy will be deemed to be authorised in respect of your full entitlement.
4.

Please indicate by placing an "X" in the appropriate box how you wish your votes to be cast. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
5.

If this form is returned without any indication as to how the proxy should vote, the proxy will be free to vote on any particular matter as he or she thinks fit, or to abstain from voting. On any motion to amend any resolution, to propose a new resolution, to adjourn the meeting, or any other motion put to the meeting the proxy will act at his/her discretion.
6.

This form should be returned to the Registrars of the Company, Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, BR3 4TU or it may be submitted electronically using The Share Portal service at <http://www.capitashareportal.com>. In order to be effective it must be deposited at this address duly completed and signed (together with any authority under which it is signed or a notorially certified copy of the authority) not less than 48 hours before the time appointed for the meeting or any adjournment of it.
7.

If you prefer, you may return the proxy form to the Registrars in an envelope addressed to FREEPOST RSBH-UXKS-LRBC, PXS, 34 Beckenham Road, Beckenham Kent BR3 9ZA.
8.

An individual member or his attorney must sign this form. If the appointor is a corporation, this form must be sealed by it or signed by a person duly authorised to do so. Evidence of the authorisation should be produced when this form is deposited. If the appointor is a firm please sign in the firm's trading name and add "by [name], partner in the firm."
9.

Any one of two or more joint holders may sign, or vote in person or by proxy, but if more than one holder is present at the meeting or represented by proxy, the holder whose name stands first in the Register shall be entitled to vote.
10.

Shares held in uncertified form (ie: in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
11.

Completion of the form of proxy will not prevent the holder from attending and voting at the meeting in person should he or she so wish. In such cases any votes cast by the member will be accepted to the exclusion of those cast by the proxy holder.
12.

Any alteration to the form of proxy must be initialled.
13.

A member wishing to change his or her proxy instructions should submit a new proxy appointment using the methods set out, and by the time specified, in note 6. Any changes to proxy instructions received after that time will be disregarded. A member who requires another form should contact our Registrars on 0871 664 0300 (calls cost 10p per minute plus network charges). Subject to note 3, if a member submits more than one valid proxy appointment the appointment received last before the time limit in note 6 will take precedence. Lines are open Monday to Friday 8.30 a.m. to 5.30 p.m.
14.

A member wishing to revoke his or her proxy appointment should do so by sending a notice to that effect to our Registrars to the address set out in note 6 (whether or not electronically). The revocation notice must be received by the Company's Registrars by the time set out in note 6. Any revocation notice received after this time will not have effect.

Business Reply
Licence Number
RSBH-UXKS-LRBC



PXS
34 Beckenham Road
Beckenham
BR3 4TU