

## ATTENDANCE CARD

## Tribal Group plc (the "Company") - ANNUAL GENERAL MEETING

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

To be held at the offices of Osborne Clarke, One London Wall, London EC2Y 5EB at 10.00 a.m. on Friday 16 May 2014.

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:

Notice of Availability - Notice of AGM  
and Annual Report 2013

Important - please read carefully

You can now access the Annual Report and Accounts for the year ended 31 December 2013 and Notice of Meeting by visiting this website: [www.tribalgroup.com/investors](http://www.tribalgroup.com/investors)

Please notice the deadline for receiving proxies is by no later than 10.00 a.m. on 14 May 2014, 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 but must attend the Annual General Meeting in order to represent you.
- To appoint as a proxy a person other than the Chairman of the meeting insert their 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*

## FORM OF PROXY

## Tribal Group plc - ANNUAL GENERAL MEETING

Bar Code:

Investor Code:

Event Code:

I/We being a member of the company hereby appoint the Chairman of the meeting or (see note 2)  
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 10.00 a.m. on Friday 16 May 2014 and at any adjournment thereof. I have indicated with a 'X' how I/we wish my/our votes to be cast on the resolutions set out below.

If you wish to appoint multiple proxies please see note 2 overleaf. ☐ Please 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 for the year ended 31 December 2013. (ordinary resolution)  | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 2. To approve the directors' remuneration report for the year ended 31 December 2013. (ordinary resolution)  | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 3. To approve the directors' remuneration policy. (ordinary resolution)  | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 4. To declare a final dividend of 1.10p per share for the year ended 31 December 2013 payable on 11 July 2014 to shareholders who are on the register of members of the Company on 13 June 2014. (ordinary resolution) | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 5. To re-appoint Deloitte LLP as auditors of the Company. (ordinary resolution)  | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 6. To authorise the directors to fix the remuneration of the auditors. (ordinary resolution)   | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 7. To elect as a director Katherine Innes Ker who offers herself for re-election. (ordinary resolution)  | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 8. To elect as a director John Ormerod who offers himself for re-election. (ordinary resolution)   | <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 Keith Evans who offers himself for re-election. (ordinary resolution)                                  | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 10. To elect as a director Steve Breach who offers himself for re-election. (ordinary resolution)                                | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 11. To elect as a director Robin Crewe who offers himself for re-election. (ordinary resolution)                                 | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 12. To elect as a director David Egan who offers himself for election. (ordinary resolution)                                     | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 13. To authorise the directors to allot shares. (ordinary resolution)  | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 14. To empower the directors to allot shares for cash without first offering them to existing shareholders. (special Resolution) | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 15. To modify the rules of the LTIP Plan. (ordinary resolution)  | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 16. 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"/> |
| 17. To amend the notice period for general meetings. (special resolution)  | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |

You may submit your proxy electronically at [www.capitashareportal.com](http://www.capitashareportal.com)

Signature

Date

JOB No	78426 Tribal proxy			DATE STARTED	07.04.14	STARTED BY	KATE
TEMPLATE NAME	62770	DATE AMENDED	08.04.14	AMENDED BY	KATE	PROOF No	3
SAVED IN	PROXY	SIZE	210X297	COLOURS	CMYK		
PREVIOUS JOB No	75828	A/C HANDLER	CC STUDIO	CLIENT'S NAME	A WEBSTER		

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. Your proxy must vote in accordance with any instructions given by you. 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 Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, 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 Company's register of members 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 8.30am to 5.30pm.
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 Plus  
Licence Number  
RLUB-TBUX-EGUC



PXS 1  
34 Beckenham Road  
Beckenham  
BR3 4TU