

# Proxy Form

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

I/We

**(Name of Shareholder(s)) in block capitals**

as (a) member(s) of the Company appoint

**(Name of Proxy - Leave blank if you wish to appoint the Chairman of the meeting. Do not insert your own name(s). The proxy need not be a shareholder.)**

**(Number of shares - see notes 2 & 3)**

or, if no one is named in the box as proxy, the Chairman of the Annual General Meeting as my/our proxy to exercise all or any of my/our rights to attend and speak for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on 29 July 2014 (and at any adjournment of the meeting) and to vote and/or abstain on the specified resolutions as indicated below, and as he or she thinks fit on any other business (including any amendments to resolutions) properly dealt with at the meeting (or adjourned meeting).

**For the appointment of more than one Proxy, please refer to explanatory note 3.**

Please tick here if this proxy appointment is one of multiple appointments made in respect of the same holding

The 'Vote withheld' option below is provided to enable you to direct your proxy to abstain on any particular resolution. If a vote is withheld it will not be counted in the calculation of the proportion of votes for or against the relevant resolution.

The board recommends a vote FOR resolutions 1 to 9.

Resolutions	For	Against	Vote withheld
1. To receive the accounts and reports	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To declare a final dividend of 2 pence per ordinary share	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect Keith Butler-Wheelhouse as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Andrew John Walker as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To appoint KPMG LLP as the auditors of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To authorise the directors to determine the auditors' remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To renew the directors' authority to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To renew the directors' authority to disapply statutory pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To adopt new articles of association of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please indicate with an 'X' in the appropriate box opposite the resolutions how you wish your vote to be cast or whether you want it to be withheld. If you do not select any of the options for a resolution your proxy will vote (or abstain) as he or she thinks fit on the resolution.

Signed this  day of  2014

**(Please sign here. Any one of the joint holders may sign)**

Explanatory notes overleaf.

# Explanatory notes

1. You are entitled to appoint another person as your proxy to exercise all or any of your rights to attend and to speak and vote at the meeting. You may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you.
2. A proxy need not be a shareholder but must attend the meeting to represent you. If you wish to appoint someone other than the Chairman of the meeting, insert the name of the person you wish to appoint in block capitals in the space provided. Where you appoint 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 at the meeting on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
3. To appoint more than one proxy you may photocopy this form. Please enter in the box next to the proxy holder's name, the number of shares in relation to which the proxy is authorised to act. If that box is left blank the proxy will be deemed to be authorised in respect of your full voting entitlement. Please also indicate by ticking the box provided that the proxy appointment is one of multiple appointments being given. All forms should be returned together in the same envelope.
4. To be effective, this proxy form, fully completed, together with the power of attorney or any other authority under which it is executed (or a notarially certified copy), must be lodged with Capita Asset Services, PXS1 34 Beckenham Road, Beckenham, Kent BR3 4ZF not later than 11am on 25 July 2014.
5. If the shareholder is a corporation, this proxy form should be executed under its common seal, or signed on its behalf by a duly authorised officer or attorney.
6. In the case of joint holders the signature on this proxy form of any one holder will suffice but where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding, with the first named being the most senior.
7. Any alteration to this proxy form should be initialled.
8. The completion and return of this proxy form will not prevent a shareholder from attending the meeting and voting in person.
9. Addresses (including electronic addresses) in this document are included strictly for the purposes provided and not for any other purposes.
10. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the register of members of the Company at 6pm on 25 July 2014, or if the meeting is adjourned the register of members at the time which is two working days before the time for holding any adjourned meeting. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
11. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) of the meeting by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Capita Asset Services (ID RA 10) by the latest time for receipt of proxy appointments set out in paragraph 10 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed any voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.