

M Winkworth plc

(Incorporated in England & Wales with registered number 1189557)

General Meeting

Form of Proxy

For use by holders of ordinary shares having the right to attend and vote at the General Meeting of M Winkworth plc (the "Company") to be held at 10.30 a.m. on Monday 9 July at Norton Rose Fulbright LLP, 3 More London Riverside, London, SE1 2AQ

I/We.....
(INSERT NAME IN BLOCK CAPITALS)

of
(INSERT ADDRESS IN BLOCK CAPITALS)

being (a) registered holder(s) of ordinary shares of the Company, hereby appoint the Chairman of the meeting, or:

.....
(INSERT NAME OF PROXY IN BLOCK CAPITALS)

in respect of the following numbers of shares: ALL OR
(INSERT NUMBER)

as my/our proxy to attend and vote for me/us on my/our behalf at the General Meeting of the Company to be held at the offices of Norton Rose Fulbright LLP, 3 More London Riverside, London, SE1 2AQ on Monday 9 July at 10:30 a.m. and at any adjournment thereof.

I/We direct my/our proxy to vote on the following resolution as I/we have indicated by marking the appropriate box with an X. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matters which are put before the meeting.

Type of resolution	Resolution	FOR	AGAINST	VOTE WITHHELD
1. Special	<p>THAT, subject to and conditional on the approval of the Court, the share premium account of the Company be cancelled by:</p> <p>(i) repaying in cash paid up capital to the extent of 9p on each issued ordinary share of 0.5p each in the capital of the Company; and</p> <p>(ii) transferring the balance less the costs of the Return of Capital to the Company's profit and loss account.</p>			

Signed:..... Dated:
(See notes 6 and 7)

Notes

- To be valid, this completed form of proxy must be received (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority) by the Company's registrars Link Asset Services, at PXS 1, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, by no later than 10.30 a.m. on 5 July 2018.
- A corporation must execute this form either under its common seal or under the hand of an officer or attorney duly authorised in writing. Corporate representatives must make themselves known to the Company prior to the start of the meeting.
- This form enables you to instruct your proxy how to vote, whether on a show of hands or on a poll, on the resolution to be proposed at the meeting. If you want your proxy to vote in a certain way on the resolutions specified please place an "X" in the relevant boxes. If you fail to select any of the given options your proxy can vote as he or she chooses or can decide not to vote at all. The proxy can also do this on any other resolution that is put to the meeting. The "Vote withheld" option is provided to enable you to abstain on any particular resolution; 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.
- Every member has the right to appoint some other person(s) of their choice, who need not be a shareholder, as their proxy to exercise all or any of their rights to attend, speak and vote on their behalf at the meeting. A member can appoint more than one proxy, provided that each proxy is appointed to exercise rights in respect of different shares. If you wish to appoint a proxy other than the Chairman, please delete the reference to the Chairman and insert the name of your proxy in the space provided. A proxy must attend the meeting in person to represent you. If your proxy is being appointed in relation to less than your full voting entitlement, the number of shares in respect of which each such proxy is to vote must be specified in the space provided. In the absence of any specific direction, a proxy shall be deemed to be entitled to vote in respect of all the shares in the relevant holding.
- To appoint more than one proxy you may photocopy this form. The number of shares in respect of which each such proxy is to vote must be specified on the relevant form. The total number of shares in respect of which you appoint proxies must not exceed the total number of shares held by you and any discrepancy may lead to one or all of your proxy appointments being invalid.
- In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated and the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the shares.
- Returning the form of proxy will not prevent you from attending the meeting and voting in person.
- Any alterations to this proxy should be initialled.
- CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual, which can be viewed at <https://my.euroclear.com/eulegal.html>. 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 made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland'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 the issuer's agent, Link Asset Services (ID RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. 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 issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
- 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.
- CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland 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 a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be 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.
- As permitted by Regulation 41 of the Uncertificated Securities Regulations 2001, only holders of ordinary shares entered on the register of members of the Company as at close of business on 7 July 2018 (or, if the meeting is adjourned, on the date that is two days before the time of the adjourned meeting) shall be entitled to attend and vote at the meeting or such adjournment thereof.



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