

Form of Proxy for use at the Annual General Meeting of Empresaria Group plc (“Company”) to be held at the Company’s head office at Old Church House, Sandy Lane, Crawley Down, Crawley, West Sussex, RH10 4HS on Wednesday 3 May 2017 at 1 p.m. (“AGM”).

**Signature of person attending**

**Bar Code:**

**Investor Code**

1. A member who is entitled to attend, speak and vote may appoint a proxy to attend, speak and vote instead of him. A proxy need not also be a member of the Company but must attend the AGM in order to represent you. A member wishing to appoint someone other than the Chairman of the AGM as his or her proxy should insert that person’s name and address in the spaces provided in substitution for the reference to “the Chairman of the AGM” (and delete that reference) and initial the alteration.
2. Please indicate by inserting an “X” in the appropriate box how you wish your vote to be cast on the Resolutions. Your proxy must vote in accordance with any instructions given by you. If you mark the box “vote withheld” it will mean that your proxy will abstain from voting and, accordingly, your vote will not be counted either for or against the relevant Resolution. If you fail to select any of the given options, the proxy can vote as he or she chooses or can decide not to vote at all.
3. If the proxy is being appointed for less than your full entitlement, please indicate in the box provided the number of shares in relation to which that person is authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement or, if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account.
4. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares (so a member must

**Form of Proxy – Empresaria Group plc**

I/We (FULL NAME IN BLOCK CAPITALS)

of (ADDRESS IN BLOCK CAPITALS)

being a member/members of the Company entitled to receive notice, attend, speak and vote at general meetings of the Company, hereby appoint the Chairman of the AGM (note 1), or

(FULL NAME IN BLOCK CAPITALS)

of (ADDRESS IN BLOCK CAPITALS)

**Bar Code:**

**Investor Code:**

**Event Code:**

as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the AGM and at any adjournment thereof in relation to the Resolutions specified in the Notice of AGM dated 28 March 2017 (“Resolutions”) and any other business (including adjournments and amendments to the Resolutions) which may properly come before the AGM or any adjournment thereof.

**Ordinary Business**

I/We direct my/our proxy to vote as follows in respect of the Resolutions (note 2):

- |  | For                      | Against                  | Vote withheld<br>(see Note 2) |
|--|--------------------------|--------------------------|-------------------------------|
| 1. To receive the report and accounts for the year ended 31 December 2016 (ordinary resolution)            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/>      |
| 2. To approve the directors' remuneration report for the year ended 31 December 2016 (ordinary resolution) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/>      |
| 3. To declare a final dividend of 1.15p per share (ordinary resolution)                                    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/>      |
| 4. To re-elect Tony Martin as a director (ordinary resolution)   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/>      |
| 5. To re-appoint Deloitte LLP as auditor (ordinary resolution)   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/>      |
| 6. To authorise the directors to determine the auditor's remuneration (ordinary resolution)                | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/>      |

**Special Business**

I/We direct my/our proxy to vote as follows in respect of the Resolutions (note 2):

- |   | For                      | Against                  | Vote withheld<br>(see Note 2) |
|---|--------------------------|--------------------------|-------------------------------|
| 7. To authorise the directors to allot relevant securities (ordinary resolution)  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/>      |
| 8. To enable the directors to allot shares for cash without first offering them to existing shareholders (special resolution) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/>      |
| 9. To authorise the Company to purchase its own shares (special resolution)   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/>      |

Number of shares in relation to which proxy is authorised to act (Note 3)

Class of shares: ORDINARY

This proxy appointment is one of a multiple proxy appointment (Note 4)

Signed  Dated

have more than one share to be able to appoint more than one proxy). A separate proxy form must be deposited for each proxy appointed. Further copies of this form may be obtained from the Company's registrars or you may photocopy this form. If you appoint multiple proxies, please indicate above your signature, the number of shares in relation to which the person named on this form is authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned to Capita Asset Services, at the address below, in the same envelope. Where multiple proxies are appointed, failure to specify the number of shares to which this proxy appointment relates or specifying a number which exceeds the number held by the member when totalled with the number specified on other proxy appointments by the same member, will render all the appointments invalid.

5. To be valid, this proxy form together with the original or duly certified copy of any power of attorney or other authority under which it is signed or a notarial certified copy of such power or authority must be received by the Company's registrars, Capita Asset Services, by post or by hand, at Capita Asset Services PXS1, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, in each case by not later than 1 p.m. on Friday 28 April 2017. Alternatively, a member may appoint a proxy or proxies by using the CREST proxy appointment service – see note 11

below. You can only appoint a proxy using the procedures set out in these notes and in the notes to the Notice of AGM.

6. The appointment of a proxy will not preclude a member from attending the AGM and voting in person but if he or she does so attend and vote this proxy appointment will terminate automatically.
7. An individual member or his attorney must sign this form. If the member is a company, this proxy form must be executed under the common seal or signed on its behalf by a duly authorised officer or attorney of the relevant company, stating their capacity (e.g. director, secretary).
8. In the case of joint holders, the proxy appointment of the most senior holder will be accepted to the exclusion of any appointments by the other joint holders. For this purpose, seniority is determined by the order in which the names are stated in the register of members of the Company in respect of the joint holding.
9. 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 limit specified, in note 5. Any changes to proxy instructions received after that time will be disregarded. A member who requires another form should contact the Company's registrars. Subject to note 4, if a member submits more than one valid proxy appointment, the appointment received last before the time limit in note 5 will take precedence.

10. A member wishing to revoke his or her proxy appointment should do so by sending a notice to that effect to the Company's registrars as set out in note 5. The revocation notice must be received by the Company by the time limit set out in note 5. Any revocation notice received after this time will not have effect.

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

Business Reply Plus  
Licence Number  
RLUB-TBUX-EGUC



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