

**ATTENDANCE CARD
VERTU MOTORS PLC – GENERAL MEETING**



To be held at: Bond Dickinson LLP, St Ann's Wharf, 112 Quayside, Newcastle upon Tyne NE1 3DX
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
VERTU MOTORS PLC – 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 1)

Name of proxy

Number of shares proxy appointed over

as my/our proxy to vote on my/our behalf at the General Meeting of the Company to be held at 11.00 a.m. on Thursday 31 March 2016 and at any adjournment thereof. I have indicated with an "X" how I/we wish my/our votes to be cast on the following resolution:

If you wish to appoint multiple proxies please see note 2 over. Please also tick here if you are appointing more than one proxy.

RESOLUTION

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

1. To authorise the directors to allot shares and disapply pre-emption rights, in each case up to an aggregate nominal amount of £5,600,000, such authorities to expire on 8 April 2016

	For	Against	Vote Withheld
	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

Signature

Date

Notes on form of proxy:

- 1 Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see over). If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of shares in relation to which they are 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).
- 2 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. All forms must be signed and should be returned together in the same envelope.
- 3 The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communication from the Company in accordance with section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
- 4 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.
- 5 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 6.00pm on 29 March 2016. 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.
- 6 Shares held in uncertificated 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.
- 7 The completion and return of this form will not preclude a member from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
- 8 The Form of Proxy must arrive at Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, BR3 4TU during usual business hours accompanied by any power of attorney under which it is executed (if applicable) no later than 11.00am on 29 March 2016.
- 9 If you prefer, you may return the proxy form to the Registrar in an envelope addressed to FREEPOST CAPITA PXS no later than 48 hours before the appointed time of the meeting. A postage stamp will not be required when mailing from the UK. Please note that the Freepost address must be completed in block capitals and that delivery using this service can take up to 5 business days.
- 10 Further details of appointment of a proxy are contained in the notes at the end of the notice of general meeting contained in the circular dated 11 March 2016.

**Business Reply Plus
Licence Number
RLUB-TBUX-EGUC**



**PXS 1
34 Beckenham Road
BECKENHAM
BR3 4ZF**