
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent legal adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your shares in Electronic Data Processing PLC (the "Company") please forward this document, together with the accompanying proxy form, as soon as possible, either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

Notice is hereby given that the forty-seventh Annual General Meeting of Members (AGM) will be held at Tipton Masonic Hall, Shore Lane, Sheffield S10 3BU on 27 March 2014 at 12.00 noon for the following purposes:

To consider and, if thought fit, pass the following resolutions 1 to 10 which will be proposed as ordinary resolutions:

Resolution 1

That the Directors' Report, statement of accounts and Independent Auditor's Report for the year ended 30 September 2013 be received, considered and approved.

Resolution 2

That a final dividend of 2.00p per share be declared for the year ended 30 September 2013.

Resolution 3

That Mr J. H. Wassell be re-elected as a Director of the Company.

Resolution 4

That Mr P. A. Davey be re-elected as a Director of the Company.

Resolution 5

That Mr C. R. Spicer be re-elected as a Director of the Company.

Resolution 6

That the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) set out in the Report and Accounts for the financial year ended 30 September 2013 be approved.

Resolution 7

That the future Directors' Remuneration Policy (the full text of which is contained on pages 20 to 25 of the Annual Report and Accounts for the financial year ended 30 September 2013) which takes effect from 1 October 2014, be received, considered and approved.

Resolution 8

That KPMG LLP be and is appointed as auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the Company.

Resolution 9

That the Directors be and are authorised to agree the remuneration of the auditor.

Resolution 10

That the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares or grant rights to subscribe for or to convert any security into shares:

- (a) up to an aggregate nominal amount of £209,973; and
- (b) comprising equity securities (as defined in Section 560(1) of the Companies Act 2006) up to a further nominal amount of £209,973 in connection with an offer by way of a rights issue,

and such authority shall expire at the conclusion of the next AGM of the Company or the date falling 15 months after the passing of this resolution, whichever is the earlier (both dates inclusive), but so that this authority shall allow the Company to make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority ends.

This authority is in substitution for all previous authorities conferred on the Directors in accordance with Section 80 of the Companies Act 1985 or Section 551 of the Companies Act 2006 but without prejudice to any allotment of shares or grant of rights already made or offered or agreed to be made pursuant to such authorities.

For the purposes of this resolution, "rights issue" means an offer to:

- i. ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- ii. people who are holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities, to subscribe further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory.

To consider and if thought fit, pass the following resolutions 11 to 13 which will be proposed as special resolutions:

Resolution 11

That, subject to the passing of the preceding resolution, the Directors be and are hereby empowered to allot equity securities (as defined in Section 560(1) of the Companies Act 2006) wholly for cash:

- (a) pursuant to the authority given by paragraph (a) of resolution 10 above or where the allotment constitutes an allotment of equity securities by virtue of Section 560 of the Companies Act 2006 in each case:
 - i. in connection with a pre-emptive offer; and
 - ii. otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £31,527; and
- (b) pursuant to the authority given by paragraph (b) of resolution 10 above in connection with a rights issue, as if Section 561(1) of the said Act did not apply to any such allotment;

such power to expire at the conclusion of the next AGM of the Company or the date falling 15 months after the passing of this resolution, whichever is the earlier (both dates inclusive), but so that the Company may before the expiry of any power contained in this resolution make offers or enter into agreements which would, or might, require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

For the purposes of this resolution:

- (a) "rights issue" has the same meaning as resolution 10 above;
- (b) "pre-emptive offer" means an offer of equity securities open for acceptance for a period fixed by the Directors to holders (other than the Company) on the register on a record date fixed by the Directors of ordinary shares in proportion to their respective holdings but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the law of, any territory;
- (c) references to an allotment of equity securities shall include a sale of treasury shares; and
- (d) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares that may be allotted pursuant to such rights.

Resolution 12

That the Company be and is hereby generally and unconditionally authorised for the purposes of Section 701 of the Companies Act 2006 to make market purchases (within the meaning of Section 693 of the Companies Act 2006) of ordinary shares of 5p each in the capital of the Company in such manner and upon such terms as the Directors of the Company may determine, provided that:

- (a) the maximum aggregate number of ordinary shares authorised to be purchased is 1,261,098, representing 10% of the issued share capital of the Company as at 4 February 2014;
- (b) the maximum price that may be paid for an ordinary share excluding expenses is the higher of: (i) an amount equal to 105% of the average of the middle market quotations of the Company's ordinary shares as derived in the London Stock Exchange Daily Official List for the five business days prior to the date of the purchase; and (ii) an amount equal to the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange as stipulated in Article 5(1) of the Buy-back and Stabilisation Regulation 2003;
- (c) the minimum price that may be paid for an ordinary share excluding expenses is the nominal value of that share; and
- (d) the authority hereby conferred shall take effect on the date of the passing of this resolution and, unless previously revoked, renewed or varied, shall expire at the conclusion of the next AGM of the Company or the date falling 15 months after the passing of this resolution, whichever is the earlier (both dates inclusive), but so that this authority shall allow the Company to purchase ordinary shares after such expiry under any agreement made before the expiry of such authority, as if the authority hereby conferred had not expired.

Resolution 13

That a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.

The Directors of the Company consider that all of the proposals to be considered at the AGM are in the best interests of the Company and its members as a whole and are most likely to promote the success of the Company for the benefit of its members as a whole. The Directors unanimously recommend that you vote in favour of all the proposed resolutions as they intend to do in respect of their own beneficial holdings.

By order of the Board

J. M. Storey

Secretary
13 February 2014

REGISTERED OFFICE
4th Floor, Fountain Precinct
Balm Green
Sheffield S1 2JA

Notice of Meeting continued

Notes

1. A proxy form is enclosed for use by shareholders and, if appropriate, must be deposited with the Company's registrars, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, not less than 48 hours before the time of the Annual General Meeting (AGM). Appointment of a proxy does not preclude a shareholder from attending the AGM and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
2. A member entitled to attend and vote at the AGM may appoint one or more proxies (who need not be a member of the Company) to attend, to speak and to vote on his or her behalf whether by show of hands or on a poll. A member can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him. A proxy form is enclosed with this notice and instructions for its use are set out on the form. In order to be valid an appointment of proxy (together with any authority under which it is executed or a copy of the authority certified notari ally) must be either: (a) sent to the Company's registrars, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU; (b) the proxy appointment must be lodged using the CREST Proxy Voting Service in accordance with note 3 below; or (c) the proxy appointment must be registered electronically on the website at www.capitashareportal.com, in each case so as to be received not less than 48 hours before the meeting. If option (c) is used and a member has not previously registered to use the portal, the member will first be asked to register as a new user, for which that member will require their investor code (which can be found on their share certificate and dividend tax voucher). In the event of a conflict between a blank proxy form and a proxy form that states the number of shares to which it applies, the specific proxy form shall be counted first regardless of whether it was sent or received before or after the blank proxy form and any remaining shares in respect of which the member is a registered holder will be apportioned to the blank proxy form.
3. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual (available from <https://www.euroclear.com/site/public/EUI>). 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 Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent, Capita Asset Services (CREST Participant ID: RA10), by 12.00 noon on 25 March 2014. 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.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI 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.

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.

4. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
5. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU. In the case of a member that is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney of the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received not less than 48 hours before the time of the AGM. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to note 1 above, your proxy appointment will remain valid.
6. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the Chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.

7. In the case of joint holders, 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 (the first-named being the most senior).
8. 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. Your main point of contact in terms of your investment in the Company remains the registered shareholder (or, perhaps, your custodian or broker) and you should continue to contact them and not the Company regarding any changes or queries regarding your personal details and your interest in the Company. The only exception to this is where the Company expressly requests a response from you.
9. A corporation that is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.
10. In order to be able to attend and vote at the AGM or any adjourned meeting (and also for the purpose of calculating how many votes a person may cast), a person must have his/her name entered on the register of members of the Company by 6.00pm on 25 March 2014 (or 48 hours before any adjourned meeting). Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
11. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
12. Under Section 319A of the Companies Act 2006, the Company must answer any question you ask relating to the business being dealt with at the meeting unless:
 - (a) answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
 - (b) the answer has already been given on a website in the form of an answer to a question; or
 - (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
13. Pursuant to Chapter 5 of Part 16 of the Companies Act 2006 (Sections 526-531), where requested by a member or members meeting the qualification criteria set out in note 15, the Company must publish on its website a statement setting out any matters that such members propose to raise at the meeting relating to:
 - (a) the audit of the Company's accounts (including the Auditor's Report and conduct of the audit) that are to be laid before the AGM; or
 - (b) any circumstance connected with the auditor of the Company ceasing to hold office since the previous meeting at which annual reports and accounts were laid in accordance with Section 437 of the Companies Act 2006.Where the Company is required to publish such a statement on its website:
 - (a) it may not require the members making the request to pay any expenses incurred by the Company in complying with the request;
 - (b) it must forward the statement to the Company's auditor no later than the time the statement is made available on the Company's website; and
 - (c) the statement may be dealt with as part of the business of the meeting.
14. The request may be in hard form which is signed by you, states your full name and address and is sent to Electronic Data Processing PLC, 4th Floor, Fountain Precinct, Balm Green, Sheffield S1 2JA. The request may either set out the statement in full or, if supporting a statement made by another member, clearly identify the statement that is being supported. It must be authenticated by the person making it and must be received by the Company at least one week before the meeting.

Notice of Meeting continued

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15. In order to be able to exercise the member's right to require the Company to publish audit concerns (see note above) the relevant request must be made by:
- (a) a member or members having a right to vote at the meeting and holding at least 5% of total voting rights of the Company; or
 - (b) at least 100 members having a right to vote at the meeting and holding, on average, at least £100 of paid up share capital.
- For information on voting rights, including the total number of voting rights, see note 17 and the website referred to in note 16.
16. Information regarding the meeting, including the information required by Section 311A of the Companies Act 2006, is available from www.edp.co.uk.
17. As at 5.00pm on 4 February 2014, being the last practicable date prior to publication of the Notice of the AGM, the Company's issued share capital comprised 12,610,976 ordinary shares of 5p each. Each ordinary share held 48 hours (excluding weekends and bank holidays) before the AGM carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 5.00pm on 4 February 2014 was 12,610,976. If there is a change to this shareholding, the website referred to in note 16 will include information on the number of shares and voting rights.
18. Copies of the service contracts for Executive Directors of the Company will be available for inspection at the registered office of the Company from 13 February 2014 until the time of the meeting and at the meeting venue itself for at least 15 minutes prior to the meeting and until the end of the meeting.
19. Except as provided above, members who have general enquiries about the meeting should use the following means of communication (no other methods of communication will be accepted):
- (a) calling 0871 664 0300 (calls cost 10p per minute plus network extras; lines are open 8.30am to 5.30pm, Mon-Fri);
 - (b) by emailing shareholderenquiries@capita.co.uk; or
 - (c) by writing to Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU.

You may not use any electronic address provided either in this Notice of AGM or any related documents (including the Chairman's letter and proxy form) to communicate with the Company for any purposes other than those expressly stated.

Notes to Resolutions

Resolution 1

The Directors are legally required to present their report and audited accounts for the year ended 30 September 2013 to shareholders. Copies of the annual report and accounts will be available at the AGM.

Resolution 2

You will be asked to approve a final dividend of 2.00p per ordinary share for the year ended 30 September 2013. If approved, the dividend will be paid on 7 April 2014 to shareholders on the Register of Members at the close of business on 7 March 2014.

Resolutions 3, 4 and 5

Biographical details of the Directors standing for re-election can be found on page 10 of the annual report and accounts for the year ended 30 September 2013.

The Board considers that it is appropriate to operate a continual, informal evaluation process of all Directors appropriate to the size and complexity of the Company.

Julian Wassell has been a Director for sixteen years and Chief Executive since 2008. Peter Davey and Chris Spicer have both been Directors since 2001. Having considered the performance of and contribution made by each of the Directors standing for re-election, it is the view of the Chairman that the performance of each of the Directors continues to be effective and that each Director demonstrates commitment to the role and has sufficient time to meet their commitments to Board meetings and their respective other duties.

Resolution 6

The law requires that all listed companies must give shareholders the opportunity to cast an advisory vote on the Directors' Remuneration Report (other than the Directors' Remuneration Policy, which is the subject of Resolution 7). A copy of this year's report can be found on pages 16 to 25 of the Annual Report 2013.

Resolution 7

In accordance with Section 439A of the Companies Act 2006, a new requirement has been introduced for a separate Resolution on the future Directors' Remuneration Policy part of the Directors' Remuneration Report to be put to a binding vote by Shareholders. The future Directors' Remuneration Policy must be put to Shareholders at least every three years, unless during that time it is to be changed.

Once the future Directors' Remuneration Policy is approved and takes effect, the Company will not be able to make a remuneration payment to a current or prospective Director or a payment for loss of office to a current or past Director, unless that payment is consistent with the policy or has been approved by a resolution of the members of the Company.

Resolution 8

The Company is required to appoint or re-appoint auditors at each general meeting at which accounts are laid. The Board, which evaluated the independence of the external auditors and the effectiveness of the audit process, confirms that it would be happy for KPMG Audit Plc to be re-appointed as the Company's auditor. However, KPMG Audit Plc has instigated an orderly wind down of business and wishes for us to appoint its parent, KPMG LLP, as auditors in its stead.

Resolution 9

This resolution proposes that the Directors be authorised to set the auditors' remuneration.

Resolution 10

The authority in paragraph (a) will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to a nominal value of £209,973, which is equivalent to approximately 33.3% of the total issued ordinary share capital of the Company, exclusive of treasury shares, as at 4 February 2014.

The authority in paragraph (b) will allow the Directors to allot new shares and other relevant securities only in connection with a rights issue up to a further nominal value of £209,973, which is equivalent to approximately 33.3% of the total issued ordinary share capital of the Company, exclusive of treasury shares, as at 4 February 2014.

As at the close of business on 4 February 2014, the Company held 1,173,097 treasury shares, which represents approximately 9.3% of the Company's issued ordinary shares, excluding treasury shares, at that time.

The Directors have no present intention to exercise the authority proposed by this resolution. The Directors consider it desirable to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place to finance business opportunities as they arise.

These authorities will expire on the date of the AGM in 2015 or 15 months after the passing of the proposed resolution (whichever is the earlier).

Resolution 11

The purpose of paragraph (a) of resolution 11 is to authorise the Directors to allot new shares pursuant to the authority given in paragraph (a) of resolution 10 or sell treasury shares for cash (i) in connection with a pre-emptive offer or rights issue or (ii) otherwise up to a nominal value of £31,527, equivalent to 5% of the total issued ordinary share capital of the Company as at 4 February 2014, in each case without the shares first being offered to existing shareholders in proportion to their existing holdings.

The purpose of paragraph (b) of resolution 11 is to authorise the Directors to allot new shares pursuant to the authority given by paragraph (b) of resolution 10 or sell treasury shares for cash in connection with a rights issue without the shares first being offered to existing shareholders in proportion to their existing holdings.

If given, the authority will expire at the conclusion of the AGM in 2015 or the date falling 15 months after the passing of the proposed resolution 11, whichever is the sooner, subject to the exception set out in resolution 11.

The Board considers the authority in resolution 11 to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a pre-emptive offer or rights issue without the need to comply with the strict requirements of the statutory pre-emption provisions.

The Board intends to adhere to the provisions in the Pre-emption Group's Statement of Principles not to allot shares for cash on a non pre-emptive basis (other than pursuant to a rights issue or pre-emptive offer) in excess of an amount equal to 7.5% of the total issued ordinary share capital of the Company within a rolling three-year period without prior consultation with shareholders.

Resolution 12

Resolution 12 proposes to give the Company the authority to purchase its own issued ordinary shares of 5p each at a price of not less than the nominal value of the share and not more than: (i) 105% of the average of the middle market quotations of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days prior to the date of the purchase; and (ii) an amount equal to the higher of the price of the last independent trade of any ordinary share and the highest current independent bid on the London Stock Exchange as stipulated in Articles 5(1) of the Buy-back and Stabilisation Regulation.

The authority is sought in respect of up to 10% of the Company's current issued ordinary share capital and will expire at the conclusion of the AGM in 2015 or the date falling 15 months after the passing of the proposed resolution 12, whichever is the sooner, subject to the exception set out in resolution 12. Purchases will only be made if the Board believes that they would be in the best long-term interests of shareholders, increasing both earnings per share and total shareholder value. Any ordinary share purchased under this authority may either be cancelled or held as treasury shares. Treasury shares may subsequently be cancelled or sold for cash.

As at 4 February 2014, the latest practicable date before the publication of this notice, the Company has options outstanding over 505,000 ordinary shares, representing 4.0% of the Company's issued share capital. If the authority given by resolution 12 were to be fully used these would represent 4.4% of the Company's ordinary share capital in issue at that date.

Resolution 13

Changes made to the Companies Act 2006 by the Companies (Shareholders' Rights) Regulations 2009 (the "Shareholder Regulations") have increased the notice period for general meetings other than AGMs from 14 to 21 clear days' notice unless the Company:

- (a) has gained shareholder approval for the holding of a general meeting on 14 clear days' notice by passing a special resolution at the most recent AGM; and
- (b) offers the facility for all shareholders to vote by electronic means.

The Company would like the ability to call general meetings on less than 21 clear days' notice. The shorter notice period would not be used as a matter of routine but only where flexibility is merited by the business of the meeting and is thought to be in the interests of shareholders as a whole. Resolution 13 seeks such approval. Should this resolution be approved it will be valid until the end of the next AGM.

EDP Proxy Form

Proxy Form for use at the AGM to be held on 27 March 2014

I/We (insert full name)

of (insert address)

being a member of Electronic Data Processing PLC, hereby appoint the Chairman of the meeting or

as my/our proxy to attend and vote for me/us on my/our behalf at the AGM of the Company to be held at 12.00 noon on 27 March 2014 and at any adjournment thereof.

I/We direct my/our proxy to vote on the following resolutions 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 matter which is properly put before the meeting.

	FOR	AGAINST	WITHHELD
Resolution 1			
Resolution 2			
Resolution 3			
Resolution 4			
Resolution 5			
Resolution 6			
Resolution 7			
Resolution 8			
Resolution 9			
Resolution 10			
Resolution 11			
Resolution 12			
Resolution 13			

Dated..... Signature

Please tick here if you are appointing more than one proxy. Number of shares proxy appointed over.

Please return your completed proxy form in the enclosed pre-paid envelope

NOTES:

- Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and to vote on their behalf at the meeting. A shareholder may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. Should you wish to appoint more than one proxy please photocopy this form. Please indicate in the box underneath the signature block the number of shares in relation to which they are 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 should be returned together. A proxy need not be a member of the Company but must attend the meeting to represent you. To be valid, an appointment of proxy (together with any authority under which it is executed or a copy of the authority certified notari ally) must be either (a) sent to the Company's registrars, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU; (b) the proxy appointment must be lodged using the CREST Proxy Voting Service in accordance with note 5 below; or (c) the proxy appointment must be registered electronically on the website at www.capitashareportal.com, in each case so as to be received not less than 48 hours before the meeting. If option (c) is used and a member has not previously registered to use the portal, the member will first be asked to register as a new user, for which that member will require their investor code (which can be found on their share certificate and dividend tax voucher).
- The completion and return of a proxy form will not preclude a member from attending in person at the meeting and voting should he wish to do so. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
- In the case of a corporation, the proxy form must be executed under its common seal or the hand of an officer or attorney duly authorised.
- Any power of attorney or other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
- CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent, Capita Asset Services, with CREST ID RA10 by 12.00 noon on 25 March 2014. See the notes to the notice of meeting for further information on proxy appointment through CREST.
- A member may appoint a proxy of its own choice. If the name of the member's choice is not entered in the space provided on the proxy form, the return of the proxy form duly signed will authorise the Chairman of the meeting to act as that member's proxy.
- To abstain from voting on a resolution, select the relevant "withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
- The Company has specified that only those members entered on the register of members at 12.00 noon on 25 March 2014 shall be entitled to attend and vote at the meeting. Changes to the register after 6.00pm on 25 March 2014 shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- 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.
- To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". To abstain from voting on a resolution, select the relevant "withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion.
- If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies takes precedence.
- In the case of joint holders, 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 (the first-named being the most senior).
- For details on how to change your proxy instructions or revoke your proxy appointment, see the notes to the notice of meeting.
- You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.