

**COBURG GROUP PLC**

**PROXY FORM**

---

**Coburg Group PLC ANNUAL GENERAL MEETING 25 September 2014**

Proxy for use at the Annual General Meeting to be held at 4<sup>th</sup> Floor, 40 Queen Street, London, EC4 1DD on Thursday 25 September 2014 at 11.30am.

I/We **(PLEASE COMPLETE IN BLOCK CAPITALS)**

of

.....  
..... (see note 1) being (a) holder(s) of Ordinary Shares of 10p each in the capital of the Company, hereby appoint the Chairman of the meeting  
or

.....  
..... as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on 25 September 2014 and at any adjournment thereof in relation to the proposed resolutions and any amendments thereof.

I/We direct my/our proxy to vote in the manner indicated by an X in the appropriate column. Unless otherwise indicated, or upon any matter properly put before the meeting but not referred to below, my/our proxy may exercise his discretion as to how he votes and whether or not he abstains from voting.

Please tick here if this proxy appointment is one of multiple appointments being made

<b>Resolutions:</b>	<b>FOR</b>	<b>AGAINST</b>	<b>VOTE WITHHELD</b>
1. Ordinary Resolution – To receive the Company's financial statements			
2. Ordinary Resolution - To re-elect Konrad Legg as a director			
3. Ordinary Resolution – To elect Christopher Ells as a director			
4. Ordinary Resolution – To elect David Ovadia as a director			
5. Ordinary Resolution – To re-appoint Bryden Johnson as auditors			
6. Ordinary Resolution – To extend the redemption date of existing convertible unsecured loan notes			
7. Ordinary Resolution – To extend the redemption date of additional convertible unsecured loan notes			
8. Ordinary Resolution - To authorise the allotment of certain Ordinary Shares			
9. Special Resolution – To disapply the pre-emption rights under Resolution 8			
10. Special Resolution – To adopt new Articles			

Dated ..... 2014

Signature(s).....

## **COBURG GROUP PLC**

### **NOTES TO THE PROXY FORM**

---

1. Any member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies (who need not be a member of the Company but must attend the meeting in person) of his own choice to attend and to vote in his/her place. 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. If a member wishes to appoint a proxy other than the Chairman, delete the words "the Chairman of the Meeting or," initial the alteration and insert the name of the person you wish to appoint as your proxy. All members are entitled to attend and vote at the meeting, whether or not they have returned a form of proxy.
2. If you indicate that you want your vote withheld your proxy may abstain from voting and therefore there is no vote at law to be counted in the calculation of the proportion of votes for and against the resolution. If a member is a corporation, this form of proxy must be executed under its common seal or by the signature of an officer or attorney duly authorised in writing.
3. In the case of joint holders, the signature of any one holder will be sufficient, but the names of all joint holders should be stated, and the vote of the senior holder who tenders a vote will be accepted to the exclusion of the vote(s) of other joint holder(s), seniority being determined by the order in which the names stand in the register of members of the Company.
4. In order to be valid, this form of proxy, duly executed together with any power of attorney or other authority under which it is signed, or a notarially certified or office copy of such power or authority, must be lodged at the Company's Registrars; Capita Registrars, PXS1, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4ZF not less than 48 hours before the time of the meeting or any adjournment of the meeting.
5. The return of a completed Proxy Form, other such instrument or any CREST Proxy Instruction (as described in note 3 of the notes to the Notice) will not prevent a shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so.
6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy of 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 Registrars (ID RA 10) by no later 48 hours prior to the meeting. Please refer to the notes of the notice of the meeting for further information on proxy appointments made through CREST.