



# STATPRO GROUP plc

## PROXY FOR ANNUAL GENERAL MEETING

I/We the undersigned, being (a) Member(s) of the Company, HEREBY APPOINT the Chairman of the Meeting or ..... as my/our Proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlements on my/our behalf at the Annual General Meeting of the Company to be held on 19 May 2016 at 1 p.m. at Mansel Court, Mansel Road, Wimbledon London SW19 4AA and at any adjournment thereof.

	For	Against	Vote withheld
<b>Ordinary Resolutions</b>			
1. To receive the Report and Accounts			
2. To declare a final dividend of 2.05p per share			
3. To re-elect Mr. J.M.B.T Wheatley			
4. To re-elect Ms. J.E. Tozer			
5. To re-elect Mr. M.C. Adorian			
6. To re-elect Mr. C.R. Bacon			
7. To re-appoint Ernst & Young LLP as auditors			
8. To approve the Directors' Remuneration Report			
9. Grant of authority pursuant to Section 551 Companies Act 2006			
<b>Special Resolutions</b>			
10. Grant of authority pursuant to Sections 570 and 573 Companies Act 2006			
11. Grant of authority to purchase own shares			

Please tick here if this proxy form is one of multiple appointments being made	<input type="checkbox"/>
Number of Ordinary Shares in respect of which the proxy is appointed:	

Dated this ..... day of ..... 2016

Signature .....

Full name(s) in which shares are registered .....

.....

**PLEASE USE BLOCK LETTERS**

### Notes:

- As a member of the Company you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the Annual General Meeting.
- The appointment of a proxy does not preclude you from attending the meeting and voting in person. If you appoint a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
- A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, delete "the Chairman of the Meeting or" and insert the name of the person you wish to appoint. Any alterations to this form must be initialled. You may appoint more than one proxy, provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. If the number of shares in respect of which the proxy is appointed is not completed it will be deemed to be completed with the number of shares registered in your name as at 1 p.m. on 17 May 2016.
- Please indicate with an "X" in the relevant box marked "For" or "Against" how you wish the proxy to vote. If you wish to abstain from voting, you should indicate by inserting an "X" in the "Vote withheld" box. This is not a vote in law and will not be counted in the calculation of votes "For" and "Against" a resolution.
- If you do not give any specific instructions, your proxy may vote or abstain at his/her discretion on the specified resolutions and, unless instructed otherwise, he/she may also vote or abstain from voting as he/she thinks fit on any other business (including a motion to adjourn the meeting or amend a resolution) which may properly come before the meeting.
- In the case of a member which is a corporation, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or a duly authorised attorney for the company.
- In the case of joint holders the vote of the first-named holder on the Register of Members (whether voting in person or by proxy) will be accepted to the exclusion of the votes of the other joint holders.
- Any power of attorney or any 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.
- To appoint a proxy using this form, the form must be completed, signed and sent or delivered to Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU to be received by the registrars not less than 48 hours (excluding non-business days) before the time appointed for the holding of the Meeting. Alternatively, you may lodge your vote electronically at [www.capitashareportal.com](http://www.capitashareportal.com) also to be received by the registrars not less than 48 hours (excluding non-business days) before the time appointed for the holding of the Meeting.**

Business Reply Plus  
Licence Number  
RLUB-TBUX-EGUC



PXS 1  
34 Beckenham Road  
BECKENHAM  
BR3 4ZF