

## Notes

1. Every member has the right to appoint some other person(s) of their choice, who need not be a shareholder, as their proxy to exercise all or any of their rights, to attend, speak and vote on their behalf at the Annual General Meeting. If you wish to appoint a person other than the Chairman as your proxy, please insert the full name of the proxy (in block capitals) in the space provided and delete the words "the Chairman of the Annual General Meeting OR". If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name 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 Form of Proxy has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
2. You 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 you. If you wish to appoint more than one proxy each proxy must be appointed on a separate Form of Proxy. Additional proxy forms may be obtained by contacting the Company Secretary on 020 7828 4777. Alternatively, you may photocopy the enclosed Form of Proxy the requisite number of times before completing it. Please indicate in the box provided if the proxy instruction is one of multiple instructions being given. All Forms of Proxy must be signed or executed by the shareholder and returned in the same envelope.
3. Unless you give specific instructions on how to vote on a particular resolution, your proxy may vote as he or she thinks fit on any motion to amend a resolution or adjourn the Annual General Meeting, or on any other resolution proposed at the Annual General Meeting.
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 be counted in the calculation of the proportion of the votes "For" and "Against" a resolution.
5. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID: RA10) not later than 12.00 noon on Tuesday 12th July 2016. For this purpose, the time of receipt will be taken to be the time (as determined by the time-stamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 as amended.
6. To be valid, this Form of Proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be received at Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, not later than 12.00 noon on Tuesday 12th July 2016. In the UK postage on the Form of Proxy is pre-paid. Outside the UK, the appropriate postage must be paid.
7. If you wish to vote online, please go to [www.capitashareportal.com](http://www.capitashareportal.com) and follow the instructions provided there. You will need your investor code. Please note that any electronic communication found to contain a computer virus will not be accepted.
8. In the case of a corporation, this Form of Proxy must be executed either under a common seal or the hand of an officer or attorney duly authorised in writing.
9. In the case of joint holders, the vote of the senior who tenders a vote will be accepted. For this purpose, seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.
10. The completion and return of this Form of Proxy will not preclude a member from attending the Annual General Meeting and voting in person.
11. Any amendments to this Form of Proxy must be initialled.
12. All enquiries concerning this Form of Proxy should be directed to the Company's Registrars, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU.

## Shareholder enquiries

Telephone: 0871 664 0300 (calls cost 12 pence per minute plus network extras)

Lines are open Monday – Friday, 9.00am – 5.30pm (from outside the UK: +44 (0)20 8639 3399)

Email: [shareholderenquiries@capita.co.uk](mailto:shareholderenquiries@capita.co.uk)



**Form of Proxy**

Annual General Meeting

I/We, the undersigned being (a) shareholder(s) of U and I Group PLC (the Company) hereby appoint the Chairman of the Annual General Meeting OR the following person

Name of proxy		Number of shares	
Please leave this box blank if you have selected the Chairman. Do not insert your own name.			

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held at 7A Howick Place, London SW1P 1DZ on Thursday 14th July 2016 at 12.00 noon, or at any adjournment thereof as directed below.

I/We instruct my/our proxy to vote on a show of hands or on a poll in the manner shown below with an X on each such resolution. In the absence of any specific directions the proxy will vote or abstain at their discretion.

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

RESOLUTION	FOR	AGAINST	VOTE WITHHELD
1. Receipt of the Annual Report and Accounts and the reports of the Directors and Auditors			
2. Approval of the Directors' Remuneration Report			
3. Election of P W Williams			
4. Election of L G Krige			
5. Re-election of M S Weiner			
6. Re-election of R Upton			
7. Re-election of M O Shepherd			
8. Re-election of N H Thomlinson			
9. Re-election of B J Bennett			
10. Declaration of final dividend			
11. Auditors' re-appointment			
12. Authorise Directors to determine Auditors' remuneration			
13. Authority to purchase own shares			
14. Authority to allot shares			
15. Disapplication of statutory pre-emption rights			
16. General meetings to be called on 14 clear working days' notice			
17. Authorise Directors to make political donations			

Signature(s) or Common Seal \_\_\_\_\_ Name (please print) \_\_\_\_\_

Please indicate if you are planning to attend the Annual General Meeting. Dated \_\_\_\_\_ 2016

This card should not be used for any comments, change of address or other queries. Please send separate instruction.