

Company Number: 07139678

The Barkby Group Plc (**Company**)

Annual General Meeting on 22 October 2019 at 10.00am  
at Lakeside Fountain Lane, St Mellons, Cardiff, CF3 0FB

**Form of proxy**

**Before completing this form, please read the explanatory notes overleaf.**

I/We (*full name in block capitals*).....

of (*address in block capitals*).....

being a member of the Company appoint

the Chair of the meeting

or

(see note 3)

Proxy Name	
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as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held on 22 October 2019 at 10.00am and at any adjournment of the meeting.

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 such indication is given, your proxy will be deemed to have the authority to vote or abstain from voting as he thinks fit.

If you wish to appoint multiple proxies, please see note 4 below. Please tick here if you are appointing more than one proxy:

RESOLUTIONS	For	Against	Vote withheld
<b>ORDINARY RESOLUTIONS</b>			
1 To receive and adopt the Accounts.			
2 To re-appoint Crowe UK LLP as auditors of the Company.			
3 To authorise the audit committee of the board of directors to determine the auditors' remuneration.			
4 To re-elect Stephen Cook as a Director.			
5 To re-elect Charles Giles Clarke as a Director.			
6 To grant the directors allotment authorities.			
<b>SPECIAL RESOLUTIONS</b>			
7 To dis-apply pre-emption rights.			

Signed ..... Dated .....

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Enter the number of shares in relation to which your proxy is authorised or leave blank to authorise your proxy to act in relation to your full voting entitlement.

## Notes

### FORM OF PROXY

1. As a member of the Company you are entitled to appoint a proxy or proxies to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes. If the proxy is being appointed in relation to part of your holding only, please enter in the box next to the proxy's name the number of shares in relation to which they are authorised to act as your proxy. If this box is left blank they will be authorised in respect of your full voting entitlement. This form of proxy confers authority to demand or join in demanding a poll.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person and vote, your proxy appointment will automatically be terminated.

### APPOINTMENT

3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. If you wish to appoint a proxy other than the chair of the meeting, insert their full name in the box. If you leave this space blank, the chair of the meeting will be appointed your proxy. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the chair and give them the relevant instructions directly.
4. 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. To appoint more than one proxy, you may photocopy this form. If you are appointing more than one proxy, please indicate 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 and indicate by ticking the relevant box that the proxy appointment is one of multiple appointments being made. Multiple proxy appointments should be returned together in the same envelope.
5. 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).

### VOTING DIRECTIONS

6. 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 "Vote 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, including a motion to adjourn.

### RETURNING YOUR FORM OF PROXY

7. To appoint a proxy using this form, the form must be:
  - a. completed and signed;
  - b. sent or delivered to Share Registrars Limited at The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR; and
  - c. received by Share Registrars Limited no later than 48 hours before the Annual General Meeting, excluding non-working days.
8. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. 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.
9. 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. For details of how to change your proxy instructions or revoke your proxy appointment, see the notes to the notice of meeting.