

Andrews Sykes Group plc

Form of Proxy

For use at the Annual General Meeting 2015

I/We the undersigned, being member(s) of the company, hereby appoint the Chairman of the Meeting or (see note 2) (Please use block letters)

Tick box if one of Number of shares (if not full voting multiple proxy appointments. entitlement). (See note 2.)

as my/our proxy to vote on my/our behalf as indicated below (or at his/her discretion in respect of any other matters arising) at the Annual General Meeting of the company to be held at Floor 5, Number 10, Bruton Street, London, W1J 6PX on 16 June 2015 at 10.30 a.m.

Ordinary Resolutions		For	Against	Withheld
1	To receive and adopt the financial statements for the 12 months ended 31 December 2014			
2	To re-elect Mr J G Murray as a director			
3	To re-elect Mr J P Murray as a director			
4	To declare a final ordinary dividend of 11.9 pence per share			
5	To reappoint KPMG LLP as auditor and authorise the directors to fix their remuneration			
6	To authorise the directors to allot or grant options over relevant securities up to a maximum nominal value of £63,393 as set out in the Annual Report and Financial Statements			
7	To authorise the directors to make market purchases of up to a maximum of 5,282,760 of the Company's Ordinary Shares of one pence each as set out in the Annual Report and Financial Statements			
Special Resolutions				
8	Subject to the passing of Ordinary Resolution 6 above, to authorise the directors to allot equity securities as set out in the Annual Report and Financial Statements			

Dated 2015

Signatures(s) or common seal

Full name(s) (Please use block letters)

Address

Notes

- Only holders of ordinary shares, or their duly appointed representatives, are entitled to attend and vote at the meeting. A member so entitled may appoint (a) proxy(ies), who need not be (a) member(s), to exercise all or any of his/her rights to attend, speak and vote on his/her behalf.
- You can appoint the Chairman of the meeting or anyone else to be your proxy at the Annual General Meeting. You can also, if you wish, 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.
 - To appoint more than one proxy, you should photocopy the Form of Proxy. Please indicate, in the box next to the proxy holder's name, the number of shares in relation to which you authorise them 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). Please also indicate, by marking the box on the Form of Proxy, if the proxy instruction is one of multiple instructions being given. All Forms of Proxy must be signed and should be returned together to the Company's Registrar, Equiniti, in the envelope provided.
 - To appoint the Chairman as your sole proxy in respect of all your shares, fill in any voting instructions and sign and date the Form of Proxy, but leave all other proxy appointment details blank.
 - To appoint a single proxy in respect of all your shares other than the Chairman, cross out only the words 'the Chairman of the Meeting or' and insert the name of your proxy (who need not be a member of the company). Then complete the rest of the Form of Proxy.
- Please indicate with an 'X' in the boxes provided how you wish your vote to be cast. Unless otherwise instructed, the person appointed as proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting on any particular resolution and on any other business (including amendments to resolutions and any procedural business) which may come before the meeting.
- The 'Withheld' option on the Form of Proxy is provided to enable you to abstain on any particular resolution. However, a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes 'For' and 'Against' a resolution.
- If you complete and return the Form of Proxy this will not prevent you from attending in person and voting at the Annual General Meeting should you subsequently decide to do so.
- If the Form of Proxy is signed by someone else on your behalf, their authority to sign must be returned with the Form of Proxy. In the case of a joint holding, any holder may sign. If the shareholder is a corporation, the Form of Proxy may be executed under its common seal or by the signature of a duly authorised officer or attorney.
- In the case of joint holders, only one need sign this Form of Proxy, but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. 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.
- To be valid the Form of Proxy must reach the Company's Registrar, Equiniti, by no later than 10.30 a.m. 14 June 2015.

Notes: attendance at the Annual General Meeting

- If you are attending the Annual General Meeting please sign this card, bring it with you and hand it in on arrival. This will speed up your admission to the Annual General Meeting.
- For your safety and security, there may be checks and bag searches of those attending the Annual General Meeting. We recommend you arrive a little early to allow time for these procedures.
- Cameras, recording equipment and other items which might interfere with the good order of the Annual General Meeting will not be permitted.

Number 10, Bruton Street,
Westminster, London, W1J 6PX

