

HASGROVE PLC
(Company No. 5247414)

Annual General Meeting - Form of Proxy

I/We (block capitals please): _____

of (address(es)): _____

being (a) member(s) of the above named Company hereby appoint the Chairman of the Meeting or (see note 1 overleaf): _____

as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at Interact, 4th Floor, Station House, Stamford New Road, Altrincham WA14 1EP at 11am on 24th October 2013, and at any adjournment thereof.

Dated this: _____ day of _____ 2013.

Signature(s) or Common Seal: _____
(see notes 4 and 5 overleaf)

Where this proxy form is one of several please indicate the number of shares to which this proxy relates (see note 2 overleaf):

Number of shares in relation to which your proxy is authorised or leave blank to authorise your proxy to act on your full voting entitlement.

Please indicate by marking 'X' in the appropriate space below how you wish your vote to be cast. Unless otherwise directed, the proxy will vote or abstain from voting as he/she thinks fit. Should any resolutions other than those specified be proposed at the Meeting the proxy may vote thereon as he/she thinks fit.

Ordinary Resolutions		For	Against	Abstain
1	To receive the Directors' Report, Annual Accounts and the Auditors' Report for the financial year ended 31 December 2012.			
2	To appoint Deloitte LLP as auditors of the Company from the conclusion			

	of the meeting until the conclusion of the next Annual General Meeting and to authorise the directors to fix their remuneration.
3	To declare and approve a dividend of two (2) pence per ordinary share of the Company for the year ended 31 December 2012.

Notes

- 1** You may appoint a proxy of your own choice. If you wish to do so please insert the person's name and address and delete the words "the Chairman of the Meeting". Please indicate how the proxy is to vote by placing an X in the appropriate box opposite the resolution. A proxy need not be a member of the Company. The Chairman of the Meeting will act as your proxy if no other name is inserted.
- 2** 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, please submit separate forms of proxy for each appointee and indicate on each form of proxy the number and type of shares to which their appointment relates. Multiple appointments should be returned in the same envelope.
- 3** To be valid this form of proxy, duly completed and signed, together with any power of attorney (if any) under which it is signed, or a notarially certified copy thereof, must reach the email address or postal address given at the bottom of this page not later than 48 hours before the time for which the meeting is convened.
- 4** In the case of joint holdings, any one of such holders may vote in person, or by proxy, the vote of the one whose name stands earliest in the Register of Members in respect of the joint holding and who tenders a vote will be accepted to vote to the exclusion of the others.
- 5** In the case of a corporation, the form of proxy should be executed under the Common Seal (or otherwise as authorised by the Companies Act 2006) or, if it has no Common Seal, be signed on its behalf by a duly authorised officer or attorney and evidence of the authority or under which the form of proxy is executed should be lodged with the Company Secretary in accordance with note 3 above).
- 6** 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.
- 7** Completion and return of a form of proxy will not preclude a shareholder from attending the meeting in person and voting.
- 8** Any alteration of this form of proxy must be initialled.

Address to which the proxy should be sent:

P Sanders
Secretary

Registered Office
4th Floor
Station House,
Stamford New Road
Altrincham WA14 1EP

Email address paul.sanders@hasgrove.com