

# DODS GROUP PLC

(the "Company") (registered number 04267888)

## Form of Proxy 2018

For use at the **Annual General Meeting** to be held on  
**1 August 2018 at 9.00am**

I/we

.....  
(Please insert full name(s) and address(es) in block letters)

of

.....  
being (a) member/members of Dods Group plc hereby appoint the Chairman of the Meeting, or

..... of

.....  
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 the offices of Cenkos Securities plc at 6.7.8 Tokenhouse Yard, London EC2R 7AS on 1 August 2018 at 9.00am and at any adjournment thereof, on the resolutions listed below, as indicated by an 'X' in the appropriate box and, on any other resolutions, as he thinks fit.

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

Resolution	Business	For	Against	Vote Withheld
<b>Ordinary resolutions</b>				
1.	To receive the Company's annual accounts for the financial year ended 31 March 2018 together with the directors' report and the auditor's report on those accounts.			
2.	To re-appoint Grant Thornton UK LLP as auditors.			
3.	To authorise the directors to set the auditors' remuneration.			
4.	To re-appoint Angela Entwistle as a director of the Company pursuant to article 111 of the articles of association of the Company.			
5.	To re-appoint Mark Smith as a director of the Company pursuant to article 111 of the articles of association of the Company.			
6.	To re-appoint Simon Presswell as a director of the Company pursuant to article 111 of the articles of association of the Company.			
7.	To re-appoint Diane Elizabeth Lees CBE as a director of the Company who retires by rotation.			
8.	To authorise the directors to allot shares pursuant to section 551 Companies Act 2006.			
<b>Special resolution</b>				
9.	To disapply section 561 Companies Act 2006.			
10.	To authorise the Company to make market purchases of its own shares.			

Signature

Date

2018

Business Reply Plus  
Licence Number  
RLUB - TBUX - EGUC



PXS 1  
34 Beckenham Road  
BECKENHAM  
BR3 4ZF

## Notes:

1. A member who is entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend, speak and to vote instead of him/her provided each proxy is appointed to exercise rights in respect of different shares. To appoint more than one proxy (an) additional proxy form(s) may be obtained by contacting Link Asset Services, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, ("Link") or you may photocopy this page indicating on each copy the name of the proxy you wish to appoint and the number of shares in respect of which the proxy is appointed. All forms must be signed and should be returned to Link in the same envelope.
2. A proxy need not 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, insert their full name in the space provided. If you sign and return this proxy form with no name inserted as such, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions.
3. If someone else signed the form on your behalf, you or that person must send the power of attorney or other written authority under which it is signed to the address overleaf.
4. In the case of joint holders, the vote of the senior member who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of any other of the joint holders. For these purposes, seniority shall be determined by the order in which the names stand on the register of members.
5. In the case of a corporation, this Form of Proxy must be executed under its common seal or signed on its behalf by a duly authorised officer.
6. To be valid any proxy form or other instrument appointing a proxy must be:
  - a. completed and signed;
  - b. sent or delivered to Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4TU; and
  - c. received by Link no later than 9.00am on 30 July 2018.
  - d. transmitted electronically via [www.signalshares.com](http://www.signalshares.com), no later than 9.00am on 30 July 2018.
7. Completion of a Form of Proxy will not affect the right of a member to attend and vote at the Annual General Meeting.
8. To direct your proxy how to vote on the resolutions mark the appropriate box on your proxy form 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.
9. Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST Manual. The message must be transmitted so as to be received by the Company's agent, Link (CREST Participant ID: RA10), no later than 48 hours before the time appointed for the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
10. You may not use any electronic address provided either in this form of proxy or any related documents (including the notice of meeting) to communicate with the Company for any purposes other than those expressly stated.
11. **Form of Proxy.** Dods Group plc is committed to reducing paper and improving efficiency in its shareholder communications. From 2019 we will no longer be sending paper proxy cards to shareholders unless specifically asked to do so. We will provide advice on how to request a paper proxy at the appropriate time.
12. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, only those shareholders included in the register of members of the Company at COB on 30 July 2018 or, if the meeting is adjourned, in the register of members at COB on the day which is two days before the day of any adjourned meeting, will be entitled to attend and to vote at the meeting in respect of the meeting in respect of the number of shares registered in their names at that time. Changes to entries on the share register after COB on 30 July 2018 or, if the meeting is adjourned, in the register of members after COB on the day which is two days before the day of any adjourned meeting, will be disregarded in determining the rights of any person to attend or vote at the meeting.

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