

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to what action to take, you should consult your stockbroker, solicitor, accountant or other appropriate independent professional adviser authorised under the Financial and Services Markets Act 2000.

If you have sold or otherwise transferred all your shares in InterQuest Group plc, please forward this document and the accompanying form of proxy to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

InterQuest Group plc

Annual General Meeting 2016

To be held at 6-7 St Cross Street, London EC1N 8UA

on 7th June 2016

InterQuest Group plc

(the "Company")

(Incorporated in England and Wales with registered no. 04298109)
Registered office: 6-7 St Cross Street, London EC1N 8UA

12th May 2016

Dear Shareholder,

Annual General Meeting 2016

I am pleased to advise that the Company's annual general meeting ("AGM") will be held at the registered office of the Company, 6-7 St Cross Street, London EC1N 8UA on 7th June 2016 at 9.00am. All shareholders are welcome to attend and are asked to arrive at the venue no later than 8.45am. There will be full access available for disabled shareholders. There will be an opportunity for shareholders to speak with the Company's directors at the meeting.

The notice of meeting is set out on pages 3 to 5 of this document and sets out the business to be transacted. An explanation of each of the resolutions also follows on pages 7 to 10 of this document. This refers to the Company's annual report and accounts for the year ended 31st December 2015 and which are available on the Company's website at www.interquestgroup.com.

Action to be taken

A proxy form for use by shareholders in connection with the AGM is enclosed. Whether or not you propose to attend the AGM you are requested to complete and return the form in accordance with its instructions so that it arrives no later than 48 hours before the time appointed for holding the meeting. If you complete and return the proxy form, you can still attend and vote at the meeting in person if you wish.

Recommendation

Your directors consider each of the resolutions set out in the notice of meeting to be in the best interests of the Company and its shareholders as a whole. Accordingly, your Directors recommend that you vote in favour of such resolutions, as they intend to do in respect of their own beneficial shareholdings. In making this recommendation, each Director abstains in relation to any resolution in which he has a personal interest.

Yours sincerely

A handwritten signature in blue ink, appearing to read 'Gary Ashworth', is written over a light blue rectangular background.

Gary Ashworth
Chairman

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of InterQuest Group plc (the "Company") will be held at 6-7 St Cross Street, London, EC1N 8UA on 7th June 2016 at 9.00am for the following purposes:

ORDINARY BUSINESS

To consider and, if thought fit, pass the following resolutions each of which will be proposed as an ordinary resolution:

REPORTS AND ACCOUNTS

1. To receive and adopt the audited financial statements of the Company for the financial year ended 31st December 2015 and the directors' and auditors' reports thereon.

RE-ELECTION OF DIRECTOR

2. To re-elect Paul Matthew Linkstone Frew as a director.

RE-APPOINTMENT OF AUDITORS

3. To re-appoint Deloitte LLP as auditors of the Company to hold office with immediate effect until the conclusion of the next general meeting at which accounts are laid before the shareholders and to authorise the directors to fix the auditors' remuneration.

RE-APPOINTMENT OF DIRECTORS

4. To re-appoint David Charles Bygrave as a director.
5. To re-appoint Christopher Ernest Eldridge as a director.

SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolutions of which resolution 6 will be proposed as an ordinary resolution and resolutions 7 to 10 (inclusive) will be proposed as special resolutions:

AUTHORITY TO ALLOT RELEVANT SECURITIES

6. That, in substitution for all existing authorities, the directors be and hereby are generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the company up to a maximum aggregate nominal amount of £121,069.21 this authority to expire 15 months after the date of this resolution or at the conclusion of the next annual general meeting of the Company, whichever occurs first (unless previously renewed, varied or revoked by the Company in general meeting), but the Company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after the expiry of such authority and the directors may allot relevant securities in pursuance of that offer or agreement as if the authority conferred by this resolution had not expired.

DIS-APPLICATION OF PRE-EMPTION RIGHTS

7. That, subject to the passing of resolution 6 above, the directors be and hereby are generally empowered pursuant to section 570(1) of the Companies Act 2006 to allot equity securities (within the meaning of section 560(1) of the Companies Act 2006) for cash pursuant to the authority conferred by resolution 6 as if sub-section (1) of Section 561 of the Companies Act 2006 did not apply to any such allotment. This power is limited to:-
 - (a) the allotment of equity securities where such securities have been offered (whether by way of a rights issue, open offer or otherwise) to holders of ordinary shares in the capital of the Company made in proportion (as nearly as may be) to their existing holdings of ordinary shares but subject to the directors having a right to make such exclusions or

other arrangements in connection with the offering as they deem necessary or expedient:-

- (i) to deal with equity securities representing fractional entitlements; and
 - (ii) to deal with legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange; and
- (b) the allotment of equity securities for cash otherwise than pursuant to paragraph (a) up to a maximum aggregate nominal amount of £36,320.76 which is equivalent to 10 per cent of the total issued ordinary share capital of the Company as at 11th May 2016

and will expire 15 months after the date of this resolution or at the conclusion of the next annual general meeting of the Company, whichever occurs first, but the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of that offer or agreements if the power conferred by this resolution had not expired.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(1) of the Companies Act 2006 as if in the first paragraph of this resolution the words "pursuant to the authority conferred by resolution 6" were omitted.

AUTHORITY FOR THE COMPANY TO BUY BACK SHARES

8. That the Company be and is generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of its ordinary shares of £0.01 each ("Ordinary Shares") provided that:
- (a) the maximum number of Ordinary Shares which may be purchased is 3,632,076;
 - (b) the minimum price which may be paid for any such Ordinary Shares is 1p;
 - (c) the maximum price which may be paid for an Ordinary Share shall be the higher of:
 - (i) an amount equal to 105 per cent. of the average middle market quotations for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Ordinary Share is contracted to be purchased; and
 - (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out; and
 - (d) this authority shall, unless previously renewed, revoked or varied, expire on the earlier of the date falling 18 months after the date of the passing of this resolution and the conclusion of the next annual general meeting of the Company, but the Company may enter into a contract for the purchase of Ordinary Shares before the expiry of this authority which would or might be completed (wholly or partly) after its expiry.

SHORTER NOTICE OF GENERAL MEETINGS

9. That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

DIVIDEND RECTIFICATION

10. That:
- (a) the Company hereby ratifies and confirms the entry in the audited accounts of the Company for the year ended 31 December 2014 whereby distributable profits of the Company were appropriated to the payment of 2.00 pence per ordinary share by way of interim dividend on 17 April 2014 and the payment of 0.5 pence per ordinary share by way of interim dividend paid on 17 October 2014 (together the "**Interim Dividends**" and each being an "**Interim Dividend**");

- (b) any and all claims which the Company has or may have in respect of the payment of the Interim Dividends against its shareholders who appeared on the register of shareholders on the relevant record date for each Interim Dividend be released, and that a deed of release in favour of such shareholders be entered into by the Company in the form of the deed produced to the meeting and signed by the Chairman for the purposes of identification;
- (c) any distribution involved in the giving of any such release in relation to the Interim Dividends be made out of the profits appropriated to each Interim Dividend by reference to a record date identical to the record date for such Interim Dividend; and
- (d) any and all claims which the Company has or may have in respect of the payment of the Interim Dividends against its Directors (whether past or present) arising in connection with the payment of the Interim Dividends be released, and that a deed of release in favour of such directors of the Company be entered into by the Company in the form of the deed produced to the meeting and signed by the Chairman for the purposes of identification.

By Order of the Board



David Charles Bygrave
Secretary

Dated: 12th May 2016

Registered office: 6-7 St Cross Street, London, EC1N 8UA

NOTES

1. A member entitled to attend and vote at the annual general meeting is also entitled to appoint a proxy or proxies to attend, speak and vote instead of him. A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A proxy need not be a member of the Company. Appointment of a proxy will not preclude a member from attending and voting in person at the meeting.
 2. Members may appoint a proxy or proxies by completing and delivering the form of proxy enclosed herewith by post or by hand to the Company at the registered office of the Company, being 6-7 St Cross Street, EC1N 8UA
 3. To be effective the appointment of a proxy, or amendment to the instructions given for a previously appointed proxy, must be delivered to the registered office of the Company not less than 48 hours before the time for holding the meeting. In addition, any power of attorney or other authority under which the proxy is appointed (or a notarially certified copy of such authority) must be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting.
 4. A member may mark the appropriate box alongside the resolution on the form of proxy to indicate whether his votes are to be cast "for", or "against", or whether his vote is to be withheld from the resolution. Unless specific instructions are given on how to vote on the resolution, the proxy will be able, at his or her discretion, either to vote "for" or "against" the resolution or to withhold from voting.
 5. In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names of the holders stand in the register of members in respect of the joint holding.
 6. Copies of all directors' service contracts and contracts of appointment between the non-executive directors and the Company (or a memorandum of the terms thereof), printed copies of this notice and the documentation sent with it to shareholders including the financial statements for the financial year ended 31 December 2015 will be available for inspection during normal business hours at the registered office of the Company from the date of this notice, and will also be available for inspection at the venue of the annual general meeting for at least 15 minutes prior to the commencement of the meeting until its conclusion.
 7. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the time by which a person must be entered on the register of members in order to have the right to attend and vote at the annual general meeting is 9.00am on 5th June 2016 (being not more than 48 hours prior to the time fixed for the meeting) or, if the meeting is adjourned, such time being not more than 48 hours prior to the time fixed for the adjourned meeting. Changes to entries on the register of members after that time will be disregarded in determining the right of any person to attend or vote at the meeting.
 8. A corporation, which is a member, may appoint a person or persons to act as its representative or representatives and to vote in person at the meeting. The appointment must comply with the requirements of section 323 of the Companies Act 2006. The representative or representatives should bring to the meeting evidence of his or her appointment, including any authority under which it is signed, unless previously given to the Company's registrar.
 9. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that:
 - 9.1 if a corporate member has appointed the chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that member at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and
 - 9.2 if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative.
- Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives - www.icsa.org.uk - for further details of this procedure. The guidance includes a sample form of representation letter if the chairman is being appointed as described in 9.1 above.
10. Copies of the forms of the deeds of release will be available for inspection at the Company's registered office during normal business hours until the time of the meeting and the place of the annual general meeting from 15 minutes before the meeting until the end of the meeting.

EXPLANATORY NOTES

InterQuest Group plc

Annual General Meeting 7th June 2016

Resolution 1 **The Report and Accounts.**

The directors are required to present to the meeting the audited financial statements and the reports of the directors and the auditors thereon for the financial year ended 31st December 2015.

Resolution 2 **Re-election of Director.**

Article 89 of the Company's Articles of Association provides that one third of the directors, or if the number of directors is not three or a multiple of three, the number nearest to but not exceeding one third shall retire from office. The directors to retire by rotation shall those who have been longest in office since their appointment or last reappointment.

Being that there are five directors, one director is required to retire by rotation. Paul Frew has been in office the longest since his appointment or re-appointment. Biographical details of Paul Frew are set out on the company's website; www.interquestgroup.com.

Resolution 3 **Re-appointment of Auditors.**

The Company is required to appoint auditors at each general meeting at which accounts are laid before the Company, to hold office until the end of the next such meeting.

This resolution proposes that Deloitte LLP be re-appointed as auditors for the current year and, in accordance with standard practice, gives authority to the directors to determine the remuneration to be paid to the auditors.

Resolution 4 **Re-appointment of Director.**

Mr David Charles Bygrave was appointed a director of the Company with effect from 31st December 2015 as the chief financial officer. David started his career at Price Waterhouse where he qualified as a chartered accountant. After spending ten years with PwC David moved on to new challenges in the technology industry as group financial controller or CFO roles at Dreamtime, IDIL, Octavian and Caplin. David is a fellow of the Institute of Chartered Accountants in England & Wales. Further biographical details of David Bygrave are set out on the company's website; www.interquestgroup.com.

Resolution 5 **Re-appointment of Director.**

Mr Christopher Ernest Eldridge was appointed a director of the Company with effect from 31st December 2015 as the chief executive officer. Chris is an expert recruiter with a strong technology background. Following his time studying Industrial Design and Engineering at Loughborough University, Chris has gone on to earn invaluable experience recruiting in the global technology sector, with particular focus on Digital, Big Data, Analytics, Security, Strategy & Architecture and Change & Transformation. Chris has worked with some of the largest global technology brands to early start-ups, both recruiting and advising on client change programs. Further biographical details of Chris Eldridge are set out on the company's website; www.interquestgroup.com.

Resolution 6 **Authority to Allot Shares.**

Under section 551 of the Companies Act 2006, the directors of a company cannot allot unissued shares and other "relevant securities" unless they are authorised to do so by the Company in general meeting.

This resolution, if passed, will continue to give the directors flexibility to act in the best interests of the shareholders, when opportunities arise, by issuing new shares pursuant to section 551 of the Companies Act 2006, amounting to a maximum aggregate nominal

amount of £121,069.21, being one third of the total issued ordinary share capital as at 11th May 2016. The directors have no current intention of exercising this authority.

This authority will expire 15 months after the date of this resolution or at the conclusion of the next annual general meeting of the Company, whichever occurs first, unless previously renewed, varied or revoked by the Company in general meeting.

This authority renews the authority given to the directors in this regard at the last annual general meeting of the Company held on 29th June 2015.

Resolution 7 Dis-application of Pre-emption Rights.

Under section 561(1) of the Companies Act 2006, before the directors of a company can allot equity securities for cash, those equity securities are required to be offered first to existing shareholders in proportion to their existing shareholding and otherwise in compliance with the technical requirements of the Companies Act 2006. These are the statutory pre-emption rights of shareholders. These pre-emption provisions also apply to the sale of treasury shares by the Company.

In certain circumstances, however, it may be in the interests of the Company for the directors to allot shares and/or sell treasury shares for cash without first offering them to existing shareholders in proportion to their existing holdings or otherwise than strictly in compliance with the requirements of the Companies Act 2006.

This resolution, which will be proposed as a special resolution, if passed, will allow the directors, pursuant to section 570 of the Companies Act 2006, to allot shares and/or sell treasury shares for cash without first offering them to shareholders in compliance with the requirements of the Companies Act 2006. This authority is limited to the allotments of equity securities and/or sale of treasury shares for cash up to a maximum aggregate nominal amount of £36,320.76, which is equivalent to 10 per cent of the total issued ordinary share capital of the Company as at 11th May 2016, and allotments of equity securities and/or sale of treasury shares for cash in connection with a rights issue or other offer to shareholders, subject to the directors ability to make arrangements to deal with certain legal or practical problems arising in connection with such offer.

This authority will expire 15 months after the date of this resolution or at the conclusion of the next annual general meeting of the Company, whichever occurs first, unless previously renewed, varied or revoked by the Company in general meeting.

This authority renews the authority given to the directors in this regard at the last annual general meeting of the Company held on 29th June 2015.

The directors will have due regard to institutional guidelines in relation to any exercise of this authority. It is customary for a UK quoted company to maintain such an authority irrespective of any intention to exercise it. The directors confirm that they do not currently have any intention to exercise this authority.

Resolution 8 Authority for the Company to Buy Back Shares.

This resolution authorises the board to make market purchases of up to 3,632,076 ordinary shares (representing approximately 10 per cent. of the Company's issued ordinary share capital as at 11th May 2016 (being the latest practicable date before the publication of this notice)). Shares so purchased may be cancelled or held as treasury shares. The authority will expire at the end of the next annual general meeting of the Company or 18 months from the passing of the resolution, whichever is earlier. The directors intend to seek renewal of this authority at subsequent annual general meetings.

The minimum price that can be paid for an ordinary share is 1p being the nominal value of an ordinary share. The maximum price that can be paid is the higher of (a) 5 per cent. over the average of the middle market prices for an ordinary share, derived from the Daily Official List of the London Stock Exchange, for the five business days immediately before the day on which the share is contracted to be purchased or (b) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out.

The directors intend to exercise the right only when, in light of the market conditions prevailing at the time and taking into account all relevant factors (for example, the effect on earnings per share), they believe that such purchases are in the best interests of the Company and shareholders generally. The decision as to whether any such shares bought back will be cancelled or held in treasury will be made by the directors on the same basis at the time the purchase.

The directors do not have any present intention of exercising the authorities conferred by this resolution but they consider it desirable that the authorities are in place so that they can more readily take advantage of possible opportunities.

Resolution 9 Shorter Notice of General Meetings.

Under the Companies Act 2006 all listed company general meetings must be held on at least 21 days' notice, but companies may reduce this period to 14 days (other than for annual general meetings) if shareholders agree to a shorter notice period and the Company has met certain requirements for electronic voting. Resolution 9 is therefore being proposed as a special resolution to permit the Company to call general meetings, other than AGMs, on 14 clear days' notice. If the resolution is passed, the authority conferred would be effective until the Company's next annual general meeting, when it is intended that the approval be renewed.

The directors confirm that the shorter notice period would not be used as a matter of routine. The directors will consider on a case-by-case basis whether the use of the flexibility offered by the shorter notice period is merited taking into account all the circumstances, including whether the business of the meeting is time sensitive. An electronic voting facility will be made available to all shareholders for any meeting held on 14 clear days' notice.

Resolution 10 Dividend rectification.

The board has recently become aware of a technical issue in respect of the Company's procedure for the payment of the interim dividends to shareholders in April 2014 and October 2014 (together the "Interim Dividends").

The Company has always filed its accounts on time as required by the Companies Act 2006 and had sufficient profits and funding in place to pay its dividends. However, under the Companies Act 2006, a public company can only pay a dividend out of its distributable profits as shown in the last accounts filed with the Registrar of Companies. A public company can file interim accounts with Companies House showing a more recent distributable profit position if the last filed accounts do not show sufficient distributable profits.

When the Company paid each of the Interim Dividends, although it had sufficient distributable reserves to make each payment at each payment date, interim accounts showing the requisite level of distributable profits had not been filed with Companies House and as a result, each Interim Dividend was paid in technical infringement of the Companies Act 2006.

The Company has been advised that it may have claims against past and present shareholders who were recipients of the Interim Dividends to recover the amount paid by way of the dividends. Similarly, the Company has also been advised that it may have claims against directors of the Company at the time the decision was taken to pay each of the Interim Dividends or who have subsequently been appointed.

It is not the intention of the Company that any such claims should be made by the Company against either its shareholders or its directors. The position can be remedied by the shareholders passing a resolution which puts its shareholders and directors into the position in which they were always intended to be. Resolution 10, which is proposed as a special resolution, will ratify the appropriation of profits to the payment of each Interim Dividend, waive any rights of the Company against both past and present shareholders of the Company who received the Interim Dividends, waive any rights of the Company against past and present directors of the Company in respect of each Interim Dividend and approve the Company entering into deeds of release in favour of such shareholders

and directors.

By virtue of the deeds of release, the Company will release the shareholders who appeared on the register of shareholders on the record date for the Interim Dividends from any and all claims which it has or may have arising at any time in respect of the payment of the Interim Dividends. Copies of the form of the deeds of release are available for inspection during normal business hours on any weekday (except for Saturdays, Sundays and public holidays) at the registered office of the Company up to the time of the meeting. Copies will be available at the place of the annual general meeting from at least 15 minutes prior to and until conclusion of the meeting.

InterQuest Group plc

Annual General Meeting 7th June 2016

I/We.....(block capitals)
of.....
being a holder/holders of ordinary shares in InterQuest Group plc (the "**Company**"), hereby appoint
..... or failing him/her, the chairman of the meeting to be
my/our proxy and vote for me/us on my/our behalf at the annual general meeting of the Company to be held
on 7th June 2016 (notice of which was communicated to the members with the financial statements and the
directors' and auditors' reports thereon for the financial year ended 31st December 2015), and at any
adjournment thereof.

I/We direct my/our proxy to vote as indicated by an X in the appropriate column. If no indication is given, and
on any other resolutions proposed at the meeting, my/our proxy will vote or abstain from voting as he/she
thinks fit.

Resolutions to be proposed	For	Against	Withheld
ORDINARY BUSINESS			
1. ORDINARY RESOLUTION To receive the audited financial statements of the Company for the financial year ended 31 st December 2015 and the directors' and auditors' reports thereon.			
2. ORDINARY RESOLUTION To re-elect Paul Matthew Linkstone Frew as a director.			
3. ORDINARY RESOLUTION To re-appoint Deloitte LLP as auditors of the Company to hold office with immediate effect until the conclusion of the next general meeting at which accounts are laid before the shareholders and to authorise the directors to fix the auditors' remuneration.			
4. ORDINARY RESOLUTION To re-appoint David Charles Bygrave as a director.			
5. ORDINARY RESOLUTION To re-appoint Christopher Ernest Eldridge as a director.			
SPECIAL BUSINESS			
6. ORDINARY RESOLUTION To authorise the directors to exercise all powers of the Company to allot relevant securities up to a maximum aggregate nominal amount of £121,069.21 this authority to expire 15 months after the date of this resolution or at the conclusion of the next annual general meeting of the Company, whichever occurs first.			
7. SPECIAL RESOLUTION Subject to the passing of resolution 6 above, to authorise the directors to allot equity securities for cash as if sub-section (1) of Section 561 of the Companies Act 2006 did not apply to any such allotment up to a maximum aggregate nominal amount of £36,320.76, which is equivalent to 10 per cent of the total issued ordinary share capital of the Company as at 11 th May 2016, this authority to expire 15 months after the date of this resolution or at the conclusion of the next annual general meeting of the Company, whichever occurs first.			
8. SPECIAL RESOLUTION To authorise the directors to make market purchases of up to 3,632,076 ordinary shares (representing approximately 10% of the Company's issued share capital, this authority to expire at the end of the next annual			

	general meeting of the Company or 18 months from the passing of the resolution, whichever is the earlier.			
9.	SPECIAL RESOLUTION That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.			
10.	SPECIAL RESOLUTION To ratify and confirm the appropriation of profits to the interim dividends paid on 17 April 2014 and 17 October 2014, to release claims which the Company may have either against such shareholders who received the interim dividends or against any directors and to approve the Company entering into a deed of release in favour of such shareholders and directors.			

Signed.....Dated.....2016

NOTES

1. A member of the Company entitled to attend and vote at the annual general meeting is also entitled to appoint a proxy or proxies to attend, speak and vote instead of him. A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A proxy need not be a member of the Company. Appointment of a proxy will not preclude a member from attending and voting in person at the meeting.
2. A member wishing to appoint a person other than the chairman of the meeting as proxy should insert the name and address of such person in the space provided.
3. The vote withheld option is provided to enable you to abstain on any particular resolution. It should be noted that a vote withheld is not a vote in law and will not be counted as a vote for or against a resolution.
4. This form must be signed and dated by the member or his/her attorney duly authorised in writing. Any alterations made to this form of proxy must be initialled.
5. Where this form of proxy is executed by a corporation it must either be under its common seal or signed on its behalf by a duly authorised officer or an attorney.
6. In the case of joint holders of a share the signature of any one holder will be sufficient but the names of all the joint holders should be stated. The vote of the senior 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 is determined by the order in which the names of the holders stand in the register of members in respect of the joint holding.
7. To appoint more than one proxy please photocopy this form 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 in the same envelope.
8. If this form of proxy is signed and returned without any intention as to how the proxy should vote, the proxy will exercise his discretion as to whether and how he is to vote.
9. To be effective, this form of proxy, or amendment to the instructions given for a previously appointed proxy, must be delivered to the registered office of the Company not less than 48 hours before the time for holding the meeting. In addition, any power of attorney or other authority under which the proxy is appointed (or a notarially certified copy of such authority) must be deposited at the registered office of the Company, being 6-7 St Cross Street, London, EC1N 8UA, not less than 48 hours before the time for holding the meeting.
10. If you submit more than one valid proxy appointment in respect of the same shares for which a proxy is appointed, the appointment received last before the latest time for receipt of proxies will take precedence in respect of such shares.