

# MILESTONE GROUP PLC

(registered in England and Wales with registered no:  
04689130) **FORM OF PROXY FOR GENERAL MEETING**

I/We (names in full) .....

PLEASE USE BLOCK CAPITALS

of .....

being a member of the Company appoint the Chairman of the meeting or (see note 2)

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as my/our proxy to attend, speak and vote on my/our behalf at the General Meeting of the Company to be held at the offices of WeWork, 1 Primrose Street, London EC2A 2EX on Tuesday 8 August 2017 at 11.00 a.m. and at any adjournment of the meeting.

I/We direct my/our proxy to vote on the following resolution as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting.

	FOR	AGAINST	VOTE WITHHELD
1. To grant the directors the authority to allot securities for the purposes of section 551 of the Companies Act 2006. (Ordinary Resolution)			
2. To authorise the directors to allot shares for cash disapplying statutory pre-emption rights in respect of equity securities pursuant to section 561 of the Companies Act 2006. (Special Resolution)			
<b>Signature</b>	<b>Date</b>		

1. As a member of the Company you are entitled to appoint a proxy 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. 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, your proxy appointment will automatically be terminated.
2. A proxy does not need to 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 box. If you sign and return this proxy form with no name inserted in the box, 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. 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 contact Capita Asset Services on 0871 664 0300 (Calls cost 12p per minute plus your phone company's access charges) are open Mon – Fri 9.00am – 5.30pm) or if calling from overseas on 0044 208 639 3399, or you may photocopy the Form of Proxy.
4. 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.
5. To appoint a proxy using this form, the form must be, completed and signed, sent or delivered to the Company's registrars, Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, or in accordance with the reply paid details, not less than 48 hours before the time fixed for the meeting (or adjournment thereof (Saturdays, Sundays and public holidays excluded)). A shareholder can also appoint a proxy electronically via the Company's registrars' website at [www.signalshares.com](http://www.signalshares.com). For an electronic proxy appointment to be valid an appointment must be received not less than 48 hours before the time fixed for the meeting.
6. 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.
7. 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).
8. 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.
9. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy and would like to change the instructions using another hard-copy proxy form, please contact Capita Asset Services. 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.
10. CREST members should use the CREST electronic proxy appointment service and refer to Note 8 of the Notice of Annual General Meeting in relation to the submission of a proxy appointment via CREST.

Business Reply Plus  
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