
BUSINESS REPLY SERVICE
Licence No. RSBH - UXKS - LRBC



PXS
34 Beckenham Road
BECKENHAM
BR3 4TU

ATTENDANCE CARD
VERTU MOTORS PLC 2012 ANNUAL GENERAL MEETING



Explanatory Notes

- 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 and the notes to the notice of the annual general meeting.
- 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.
- 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.
- 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, you may photocopy the enclosed proxy form.
- 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 the proposed resolutions and any other matter which is put before the meeting.
- To appoint a proxy using this form, the form must be:
 - completed and signed;
 - sent or delivered to the Company's Registrars, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU; and
 - received by the Company's Registrars no later than 11.00 am. on 20 July 2012 or, if this annual general meeting is adjourned, not less than 48 hours before the time of the adjourned meeting.
- 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.
- Shares held in uncertificated form (i.e. CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual and the notes to the notice of the annual general meeting.
- 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).
- 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.

If you plan to attend the Annual General Meeting of Vertu Motors plc to be held at the Northern Counties Club, 11 Hood Street, Newcastle upon Tyne, NE1 6LH on 24 July 2012, it will be helpful if you would sign this Attendance Card and hand it in on arrival at the meeting. Please note that the meeting is due to commence at 11.00am

Signature of
person attending

FORM OF PROXY
VERTU MOTORS PLC 2012 ANNUAL GENERAL MEETING

V613A21019

I/We hereby appoint the Chairman of the meeting OR the following person

Name of Proxy

Number of shares

Please leave this box blank if you have selected the Chairman
Do not insert your own name(s)

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement* on my/our behalf at the Annual General Meeting of Vertu Motors plc to be held at the Northern Counties Club, 11 Hood Street, Newcastle upon Tyne, NE1 6LH on Tuesday, 24 July 2012 at 11.00 am and at any adjourned meeting.

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

* For the appointment of one or more proxies please refer to Explanatory Note 4 (above)

RESOLUTIONS	Please mark 'X' to indicate how you wish to vote	For	Against	Vote Withheld	RESOLUTIONS	Please mark 'X' to indicate how you wish to vote	For	Against	Vote Withheld
1 To receive the Accounts for the period ended 29 February 2012 and the reports of the directors and auditors thereon.		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	7 To re-elect Mr W M Teasdale		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
2 To re-appoint PricewaterhouseCoopers as auditors.		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	8 To approve the directors' remuneration report		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
3 To authorise the directors to determine the auditors' remuneration.		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	9 To authorise the directors to allot shares or to grant rights to subscribe for or to convert any security into shares in accordance with section 551 of the Companies Act 2006.		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
4 To declare a final dividend of 0.4p per share		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	10 To authorise the disapplication of pre-emption rights in accordance with section 570 of the Companies Act 2006.		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
5 To elect Mr N C Stead		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	11 To approve the purchase of shares pursuant to section 701 of the Companies Act 2006.		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
6 To re-elect Mr M Sherwin		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>					

To assist with arrangements, if you intend attending the meeting in person please place a 'X' in the box opposite

Signature

Date