

ATTENDANCE CARD
 VERTU MOTORS PLC - ANNUAL GENERAL MEETING 2016



To be held at: Vertu House, Fifth Avenue Business Park, Team Valley, Gateshead, Tyne and Wear, NE11 0XA
 If you wish to attend this meeting in your capacity as a holder of Ordinary Shares, please sign this card and on arrival hand it to the Company's registrars. This will facilitate entry to the meeting.

Signature of person attending

Investor Code:

FORM OF PROXY | VERTU MOTORS PLC - ANNUAL GENERAL MEETING 2016

I/We being a member of the company hereby appoint the Chairman of the meeting or (see note 1 over) Name of proxy Number of shares proxy appointed over Investor Code:

Event Code: V613A66955

as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held at 10:00am on Wednesday 20 July 2016 and at any adjournment thereof. I have indicated with a 'X' how I/we wish my/our votes to be cast on the following resolutions:
 If you wish to appoint multiple proxies please see note 1 over. Please also tick here if you are appointing more than one proxy.

RESOLUTIONS

Please mark 'X' to indicate how you wish to vote

- 1 To receive the Accounts and the reports of the directors and auditors thereon
- 2 To re-appoint PricewaterhouseCoopers LLP as auditors
- 3 To authorise the directors to fix the auditors' remuneration
- 4 To declare a final dividend of 0.85p per ordinary share
- 5 To re-elect Robert Forrester as a director of the Company
- 6 To re-elect Nigel Stead as a director of the Company
- 7 To elect Pauline Best as a director of the Company

	For	Against	Vote Withheld
	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

RESOLUTIONS

Please mark 'X' to indicate how you wish to vote

- 8 To re-elect William Teasdale as a director of the Company
- 9 To approve the directors' remuneration report
- 10 To authorise the directors to allot equity securities
- 11 To disapply statutory pre-emption rights
- 12 To authorise the Company to make market purchases of its own shares
- 13 To approve changes to the 2013 LTIP
- 14 To adopt new articles of association

	For	Against	Vote Withheld
	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

Signature

Date

Notes

- 1 Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. You can only appoint a proxy using the procedure set out in these notes. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see over). If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
- 2 To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- 3 The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communication from the Company in accordance with section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
- 4 The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution. If no voting indication is given your proxy will vote or abstain from voting at his or her discretion.
- 5 Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on 18 July 2016. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at 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 or attorney for the company. Any power of attorney or other authority under which this proxy form is signed (or a duly certified copy) must be included with the proxy.
- 7 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.
- 8 The completion and return of this form will not preclude a member from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
- 9 The Form of Proxy must arrive at Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, BR3 4TU during usual business hours accompanied by any power of attorney under which it is executed (if applicable) no later than 10.00am on 18 July 2016.
- 10 If you prefer, you may return the proxy form to the Registrar in an envelope addressed to FREEPOST CAPITA PXS no later than 48 hours before the appointed time of the meeting. A postage stamp will not be required when mailing from the UK. Please note that the Freepost address must be completed in block capitals and that delivery using this service can take up to 5 business days.

Business Reply Plus
Licence Number
Number RLUB-TBUX-EGUC



PXS 1
34 Beckenham Road
Beckenham
BR3 4ZF