

LOOKERS PLC

General Meeting

FORM OF PROXY

I/We

of
being (a) member(s) / a person nominated by (a) member(s) of the above-named Company to exercise the right to appoint a proxy, pursuant to Article 55 of the articles of association of the Company, hereby appoint the Chairman of the meeting or

of
(See Note 3 below)

as my/our proxy or proxies to vote for me/us and on my/our behalf at the general meeting of the holders of ordinary shares in the Company to be held on 29 September 2016 at 10:30am and at any adjournment of that meeting and to vote at that meeting as indicated below.

Please indicate how you wish your proxy or proxies to vote by inserting "X" in the box below. Where no "X" is inserted, and on any other resolutions proposed at the meeting, your proxy will vote or abstain from voting as he/she thinks fit.

Please tick here if this proxy appointment is one of multiple proxies being made (and refer to note 3 overleaf)

Ordinary Resolution	For	Against	Vote withheld	Discretionary
Resolution 1: to approve the disposal				

Name(s) Number of shares(s)
(BLOCK LETTERS) (SEE NOTE 3 BELOW)

Address(es)

Dated Signature or Common Seal

Notes:

- Under Article 55 of the Company's articles of association, a member can nominate someone else to exercise the right to appoint a proxy. Please confirm whether you are the member or a person nominated by a member. If you are a member who has nominated someone else to exercise the right to appoint a proxy you should not complete this form. Any forms returned by such persons will be ineffective.
- All members are entitled to attend and vote at the meeting, whether or not they have returned a form of proxy.
- If any other proxy is preferred, delete the words "the Chairman of the Meeting or;" insert the full name of the proxy or proxies you wish to appoint and initial the alteration. If you are appointing more than one proxy you must indicate the number of shares in respect of which you are making this appointment, you should include the number in the box provided for your first named proxy and either obtain (an) additional proxy form(s) from the Registrars (telephone 0871 664 0300) or you may photocopy this form. Please return all the forms together and tick the box to indicate each form is one of multiple instructions being given. Please take care when completing the number of shares; if the total number of shares exceeds the total held by the member, all appointments may be invalid.
- A proxy need not be a member of the Company but must attend the meeting in person.
- In the case of a corporation this form of proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised in writing. In the case of an individual, the form of proxy must be signed by the individual or his attorney.
- In the case of joint holders, 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 and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
- If you want your proxy to vote in a certain way on the resolutions, please insert "X" in the relevant box.
- 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 votes "For" and "Against" a resolution.
- If you select 'discretionary' or fail to select any of the options, your proxy can vote as he or she chooses or can decide not to vote. Your proxy can also do this on any other resolution that is put to the meeting.
- If this form of proxy is returned duly signed but without any indication as to how the person appointed proxy shall vote, he will exercise his discretion as to how he votes and whether or not he abstains from voting.
- To be effective, this form of proxy, duly executed together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be lodged at the Company Registrars not less than 48 hours before the time appointed for the holding of the meeting or adjourned meeting.
- Any alterations made in this form of proxy should be initialed.
- Appointment of a proxy will not preclude a member from attending and voting in person should be subsequently decide to do so.
- The right of members to vote at the Annual General Meeting is determined by reference to the register of members. As permitted by section 360B(3) of the Companies Act 2006 and Regulation 41 of the Uncertificated Securities Regulations 2001, shareholders (including those who hold shares in uncertificated form) must be entered on the Company's share register at close of business on 27 September 2016 in order to be entitled to attend and vote at the Annual General Meeting. Such shareholders may only cast votes in respect of shares held at such time. Changes to entries on the relevant register after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting. 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 communications 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 the 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.
- If two or more valid forms of proxy are delivered in respect of the same share, the one which is valid will be the one which was delivered last (regardless of its date or the date of its execution).
- 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. Shareholders wishing to vote online should visit www.capitashareportal.com and follow the instructions.



Business Reply Plus
Licence Number
RLUB-TBUX-EGUC



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