

PERSONAL GROUP HOLDINGS PLC

Proxy Form for Use at the Annual General Meeting to be Held on 5 May 2016 at 1:00pm

I / We the undersigned

BLOCK LETTERS PLEASE

of

being (a) member(s) of the Company hereby appoint Chris Curling or failing him Mike Dugdale or failing him*

to act as my / our proxy and to vote for me / us on my / our behalf at the Annual General Meeting of the Company to be held on 5 May 2016 at 1:00pm at John Ormond House, 899 Silbury Boulevard, Milton Keynes, MK9 3XL and at any adjournment thereof. I / We indicate with an "X" in the space below how I / we wish my / our votes to be cast in respect of the resolutions which are set out in the notice convening the meeting. If this form is signed and returned without any indication as to how the proxy shall vote he will exercise his discretion as to how he votes and whether or not he abstains from voting.

Resolution No.		For	Against	Withheld
	Ordinary Resolutions			
1	To receive, approve and adopt the Company's 31 December 2015 audited financial statements.			
2	To re-elect Mr Michael Dugdale as a director of the Company.			
3	To re-elect Mr Mark Scanlon as a director of the Company.			
4	To re-appoint KPMG LLP as auditors of the Company.			
5	To authorise the directors to fix the auditors' remuneration.			
6	To authorise the directors under section 551 of the Companies Act 2006 to allot equity securities.			
7	To authorise the Company to purchase its own shares.			
	Special Resolution			
8	To authorise the directors to allot securities as if section 561(1) of the Companies Act 2006 (pre-emption rights) did not apply.			

Signed this _____ day of _____ 2016

Signatures

* If you wish to appoint some other person(s) to be your proxy, insert the name(s) of the person(s) desired and strike out the other two names.

Notes

- (a) Any member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend, speak and vote instead of him. A proxy may demand, or join in the demanding of, a poll. Completion and return of a proxy will not preclude you from attending and voting at the Annual General Meeting, if you so wish.
- (b) To be valid this form, fully completed and signed, must be deposited, together (where individuals sign on behalf of companies or others), with the power of attorney or other authority, if any, under which it is signed at the Company's registered office not later than 48 hours before the time appointed for the meeting, excluding any part of a day that is not a working day, i.e. by no later than 1:00pm on 3 May 2016.
- (c) In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, only those members entered on the Company's register of members not later than 6:00 p.m. on 3 May 2016 or, if the meeting is adjourned, members entered on the Company's register of members not later than 48 hours before the time fixed for the adjourned meeting, shall be entitled to attend and vote at the meeting.
- (d) The "Withheld" option on this form is provided to enable you to abstain on any particular resolution. However, 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.

- (e) Any alteration made in this form must be initialled.
- (f) If the appointor is a company, this form must be executed under its common seal or under the hand of some officer or attorney duly authorised in that behalf or, if it is subject to the Companies Act 2006, in accordance with section 44 thereof. Where a duly authorised officer signs this form, the signatory should state his or her office on the form.
- (g) In the case of joint holders a vote of the most senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other holders of the shares and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.
- (h) Please return all completed proxy forms directly to the company's registered office John Ormond House, 899 Silbury Boulevard, Milton Keynes, MK9 3XL. Please **do not** send completed proxy forms to our registrars Capita.