

VICTORIA PLC

GENERAL MEETING, 3 OCTOBER 2012 AT 11.00 A.M.

FORM OF PROXY

Dear Shareholder

Please read the notes below before completing this form.

I/We (name(s) in full).....

of (address(es))

being (a) member(s) of the above-named Company, hereby appoint the Chairman of the meeting, or failing him

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf as directed below at the General Meeting of the Company to be held on 3 October 2012 at 11.00 a.m. and at any adjournment thereof.

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

The Directors recommend voting AGAINST all the resolutions. To do so, place an 'X' in all the boxes in the "Against" column.

**For the appointment of more than one proxy, please refer to note 3 below.*

		For	Against	Vote Withheld
Resolution 1	To remove Katherine Innes Ker as a Director			
Resolution 2	To appoint Alexander Anton as a Director			
Resolution 3	To remove David Garman as a Director			
Resolution 4	To appoint Geoffrey Wilding as a Director			
Resolution 5	To appoint Andrew Harrison as a Director			
Resolution 6	To remove any other Director appointed after 13 August 2012			

I/We would like my/our proxy to vote on the resolutions proposed at the Meeting as indicated on this form. Unless otherwise instructed, the proxy may vote or abstain as he or she sees fit in relation to any business of the meeting.

Signature Date

Notes to the Form of Proxy

- If you are unable to attend the meeting but would like to vote you may appoint the Chairman of the meeting as your proxy or one or more proxies of your own choice. If you wish to appoint someone other than the Chairman of the meeting as your proxy, delete the words "the Chairman of the meeting" and insert the name(s) of the person or persons appointed as proxy/proxies in the space provided. A proxy need not be a member of the Company. If no name is entered, the return of this form duly signed will authorise the Chairman of the meeting to act as your proxy.
- If the proxy is being appointed in relation to less than your full voting entitlement, please enter next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Otherwise 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).
- To appoint more than one proxy (an) additional proxy form(s) may be obtained by contacting the Company's registrars' helpline on 0871 664 0300 (calls cost 10p per minute plus network extras. Lines are open 9.00 a.m. to 5.30 p.m. Monday to Friday) or you may photocopy this form. Please indicate next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided 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.
- In order that this form of proxy shall be valid, it must be deposited (together with any power of attorney or other authority under which it is signed or a notarially certified copy of such power or a copy certified in accordance with the Powers of Attorney Act 1971 or in some other manner approved by the directors) at the Company's registrars Capita Registrars, PXS, The Registry, 34 Beckenham Road, Kent BR3 4TU, not later than 48 hours before the time appointed for the meeting (excluding non-working days). The completion and return of a form of proxy will not, however, preclude shareholders from attending and voting in person at the meeting or at any adjournment thereof, should they wish to do so.
- In the case of a corporation, this form of proxy must be executed under its common seal or under the hand of a duly authorised officer or attorney, stating their capacity (e.g. director, secretary).
- In the case of joint holders of a share, any one holder may sign the proxy but the vote of the senior who votes whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority shall be determined by the order in which the names stand in the Register of Members in respect of the share. In any event, the names of all joint holders should be stated on the proxy form.
- The "vote withheld" option is provided to enable you to instruct your proxy not to vote on any particular resolution. However, it should be noted that a "vote withheld" in this way is not a vote in law and will not be counted in the total number of votes cast when calculating the proportion of votes "for" and "against" a resolution.
- 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.

Business Reply
Licence Number
RSBH-UXKS-LRBC

PXS
34 Beckenham Road
Beckenham
BR3 4TU

