

**Notes**

1. A member may appoint another person as his/her proxy to exercise all or any of his rights to attend, speak and vote at the meeting. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise rights attached to different shares held by that member. 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 he or she is authorised to act as your proxy (which, in aggregate with all other proxy appointments, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given.
2. A proxy does not need to be a member of the Company. To appoint as a proxy a person other than the Chairman of the meeting, please insert their full name in the space provided on this form. If this proxy form is signed and returned with no name provided, the Chairman of the meeting will be deemed to be your proxy. Where someone (other than the Chairman) is appointed as proxy, the appointing member is responsible for ensuring that the proxy attends the meeting and is aware of that member's voting intentions.
3. To appoint a proxy, this form must be completed and received by post or (during normal business hours only) by hand (together with any authority under which it is signed or a certified copy of such authority) at Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 10.00am on Wednesday, 7 September 2016.
4. 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 or attorney of the company duly authorised in that behalf.
5. In the case of joint holders, the vote of the first named on the Register of Members who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. The signature of any one holder will be sufficient.
6. The completion and return of this form will not preclude a member from attending the meeting and voting in person.
7. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those members registered in the Register of Members of the Company as at close of business on Wednesday, 7 September 2016 (or in the event of an adjournment, at close of business on the date which is two days before the time of the adjourned meeting), shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their names at that time. Changes in the entries in the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend or vote at the meeting.
8. 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.
9. If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence.
10. CREST members may use the CREST electronic proxy appointment service and refer to notes 10 to 13 of the Notice of annual general meeting in relation to the submission of a proxy appointment via CREST.

**VICTORIA PLC**

(incorporated in England and Wales with registration number 00282204)

**Form of proxy**

For use in connection with the 83rd Annual General Meeting of Victoria PLC to be held at the offices of Brown Rudnick LLP, at 8 Clifford Street, London W1S 2LQ on Friday, 9 September 2016 at 10.00am (the "AGM").

I / We, being (a) member(s) of the above-named company, hereby appoint the Chairman of the meeting\* OR (see explanatory note 2 below):

.....  
of .....

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 and on my/our behalf at the AGM and at any adjournment thereof.

I / We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an "X". If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I / we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any business of the AGM.

Please indicate by ticking the box if this proxy appointment is one of multiple appointments being made:#

\* Delete if it is desired to appoint any other person and insert their name and address.  
# For the appointment of more than one proxy, see explanatory Note 1 below.

		FOR	AGAINST	VOTE WITHHELD
<b>ORDINARY RESOLUTIONS</b>				
Resolution 1	Adoption of accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of the Directors' remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Alexander Anton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Election of Michael Scott	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Appointment of Grant Thornton UK LLP as auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval to sub-divide the Company's share capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>SPECIAL RESOLUTIONS</b>				
Resolution 7	Granting the Directors authority to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Dis-application of statutory pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Authorising the Company to make market purchases of its own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>ORDINARY RESOLUTION</b>				
Resolution 10	Approval of its waiver of the requirements of Rule 9 of the City Code on Takeovers and Mergers	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

FULL NAME(S): .....  
(in block letters)

ADDRESS: .....  
.....

SIGNATURE: ..... DATE: .....

PLEASE  
AFFIX  
STAMP  
HERE

Capita Asset Services  
PXS  
34 Beckenham Road  
Beckenham  
Kent  
BR3 4TU