

**PLEASE RETURN TO THE ADDRESS PER NOTE 4 OVERLEAF**

**FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING OF  
TRICOR PLC**

To be held at 5 p.m. (Singapore time) on 24 April 2015 at 120 Robinson Road, #13-02, Singapore 068913, Singapore (the "**Meeting**").

I/We being (a) member(s) of Tricor plc (the "**Company**") hereby appoint the Chairman of the Meeting or (see note 3 overleaf):-

.....  
as my/our proxy to attend, speak and vote on my/our behalf at the Meeting and at any adjournment of the Meeting.

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':-

<b>ORDINARY BUSINESS</b>	<b>RESOLUTION</b>	<b>FOR</b>	<b>AGAINST</b>	<b>VOTE WITHHELD</b>
Resolution 1 (Ordinary)	To consider and adopt the statement of accounts for the year ended 31 March 2014 and the reports of the directors and auditors thereon			
Resolution 2 (Ordinary)	To re-elect Christopher Morgan as a director of the Company			
Resolution 3 (Ordinary)	To re-appoint Jeffrey's Henry LLP as auditors of the Company			
<b>SPECIAL BUSINESS</b>				
Resolution 4 (Ordinary)	To authorise the Directors pursuant to section 551 of the Companies Act 2006			
Resolution 5 (Special)	To disapply the statutory pre-emption rights under section 561 of the Companies Act 2006			

If no indication is given, I/we authorise my/our proxy to vote or abstain from voting at his/her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he/she thinks fit in relation to any other matter which is properly put before the Meeting (including any resolution to adjourn the Meeting).

Date..... Signed.....  
(Please complete in BLOCK CAPITALS including initials and surnames of joint holders if applicable).

Name in full .....

Address .....

Joint Holders .....

## Notes

1. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders registered on the Company's register of members at the close of business on 22 April 2015 (or in the case of adjournment forty-eight hours before the time of the adjourned meeting) will be entitled to attend and vote at the Meeting. Changes to the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the Meeting.
2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. A proxy need not be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
4. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified or office copy of such power or authority must be in writing and delivered to Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, no later than 9 a.m. on 22 April 2015 (or 48 hours before the time fixed for any adjourned meeting or in the case of a poll to be taken more than 48 hours after it is demanded, not less than 24 hours before the time appointed for taking the poll at which the proxy is to attend, speak and to vote and where the poll is to be taken not more than 48 hours after it was demanded, at the meeting at which the poll was demanded).

5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If you do not give your proxy an indication of how to vote on any resolution, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
6. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy complete and submit more than one proxy form and make it clear how many shares the proxy has voting rights over. Failure to specify the number of shares each proxy appointment relates to or specifying a number of shares in excess of those held by the member on the record date will result in the proxy appointment being invalid.
7. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
8. 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.
9. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Registrars of the Company at Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU (in the case of a member which is a company, the revocation notice must be executed in accordance with note 11 below).

Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified or office copy of such power or authority) must be in writing and included with the revocation notice. The revocation notice must be received by Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, not less than 48 hours before the time fixed for the holding of the Meeting or any adjourned meeting or the time appointed for taking a poll.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

10. Use of the proxy form does not preclude a member attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.
11. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by a duly authorised officer or attorney for the Company.
12. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all of its powers as a member provided that no more than one corporate representative exercises power over the same share.
13. The following documents will be available at the offices of the Company at Finsgate, 5-7 Cranwood Street, London EC1V 9EE from 31 March 2015 until the time of the Meeting and at the Meeting venue itself for at least 15 minutes prior to the Meeting until the end of the Meeting:
  - a. Copies of the service contracts of executive directors of the Company.
  - b. Copies of the letters of appointment of the non-executive directors of the Company.
14. Except as provided above, members who have general queries about the Meeting should call Capita Asset Services on 0871 664 0300 (overseas +44 20 8639 3399), calls cost 10p a minute plus network extras, lines are open from 9.00 to 17.30 Monday to Friday, (no other methods of communication will be accepted).