

**NASSTAR PLC**  
**(Company number: 5623736)**

**Form of Proxy**  
**For use at the annual general meeting of the Company**  
**to be held at Datapoint House, 400 Queensway Business Park, Queensway,**  
**Telford, Shropshire, TF1 7UL**  
**on 28th May 2014 at 11.00 a.m.**

I/We\* (see note 1 below)

.....  
(BLOCK CAPITALS PLEASE)

being (a) member(s) of Nasstar PLC (the "Company") hereby appoint the Chairman of the meeting, or failing him:

..... (see note 2 below)  
(Please do not write on this line if you have selected the Chairman. Do not insert your own name(s))

as my/our proxy to attend, speak and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at Datapoint House, 400 Queensway Business Park, Queensway, Telford, Shropshire, TF1 7UL on 28<sup>th</sup> May 2014 at 11.00a.m. and at any adjournment thereof.

My/our proxy is to vote as indicated below in respect of the resolutions set out in the notice of annual general meeting (see note 5).

Please complete the fourth column entitled "No. of shares in respect of which proxy appointment is made" only if you require your proxy to act for you in respect of less than your entire holding of the Company's shares, and insert in the fourth column the number of shares in respect of which the appointment is given to the proxy (see note 2).

Signed: .....  
(see notes 3 and 4 below)

Dated: .....

Name(s) .....  
(BLOCK CAPITALS PLEASE)

Address: .....  
.....  
.....  
(BLOCK CAPITALS PLEASE)

<b>RESOLUTIONS</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b> (see note 6 below)	<b>NO. OF SHARES IN RESPECT OF WHICH PROXY APPOINTMENT IS MADE</b>
<b>Ordinary resolutions</b>				
1. To receive and adopt the report and accounts of the Company				
2. To re-elect Angus McCaffery as a Director of the Company				
3. To re-elect Nick Bate as a Director of the Company				
4. To re-elect Mike Read as a Director of the Company				
5. To re-elect David Redwood as a Director of the Company				
6. To re-elect Nigel Redwood as a Director of the Company				
7. To re-elect Niki Redwood as a Director of the Company				
8. To re-appoint KPMG as auditors of the Company and to authorise the Directors to fix their remuneration				
9. To grant authority to the Directors under section 551 of the Companies Act 2006 to allot shares				
<b>Special resolution</b>				
10. To dis-apply statutory pre-emption rights				

Notes:

- (1) A member should insert their name and address in the space provided as it appears in the Register of Members of the Company.
- (2) A member has the right to appoint some other person(s) of his choice, who need not be a member as a proxy. If such appointment is made, delete the words "the Chairman of the Meeting, or failing him" and insert the name and address of the person appointed proxy in the space provided. If your proxy is being appointed in relation to less than your full voting entitlement please write in the relevant box next to each resolution the number of shares in relation to which they are authorised to act as your proxy. If you do not include a number, 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 contact the Company's secretary, Niki Redwood, at the registered office for (an) additional form(s) or you may photocopy this form. The number of shares held by each proxy where multiple proxies are appointed should not exceed in aggregate the number of shares held by you.

- (3) This form of proxy must be signed by the appointor or his attorney duly authorised in writing. Any alteration to this form must be initialled by the signatory. If the appointor is a corporation, this form must be executed as a deed or signed on behalf of the corporation by a duly authorised officer or agent and in accordance with Article 19.6 of the Company's Articles of Association.
- (4) In the case of joint holders, the vote of the senior shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names shown in the register of members of the company in respect of the relevant joint holding.
- (5) If this form is returned without any indication as to how the person appointed proxy shall vote, he will exercise his discretion as to how he votes or whether he abstains from voting. The proxy can also do this in relation to any other business arising at the meeting (including any resolution to amend a resolution or adjourn the meeting).
- (6) The column headed ABSTAIN is provided to enable you to abstain on any particular resolution. However, it should be noted that an abstention is not a vote in law and will not be included in the calculation of the proportion of the votes cast FOR and AGAINST a resolution.
- (7) To be valid, this form must be completed and deposited together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, at the offices of Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA not less than 48 hours before the date and time fixed for the holding of the Meeting, excluding any days which are not business days or any adjourned meeting.
- (8) If you return more than one proxy form in respect of the same shares, those received last, before the latest time for receipt of proxies will take precedence.
- (9) The completion and return of this form of proxy does not preclude a member from attending the Meeting and voting in person.

