

# LMS CAPITAL PLC – ANNUAL GENERAL MEETING

To be held at 12.00 noon on 25 May 2017 at Durrants Hotel, George Street, London W1H 5BJ.



### Notice of Availability

2016 Annual Report and Notice of 2017 AGM

### IMPORTANT – PLEASE READ CAREFULLY

You can now access the 2016 Annual Report and Notice of Meeting by visiting this website: [www.lmscapital.com](http://www.lmscapital.com)

If you wish to receive a paper copy of the Annual Report, please contact:

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

Before completing this Form of Proxy, please read the Explanatory Notes overleaf.

## FORM OF PROXY LMS CAPITAL PLC (the “Company”) ANNUAL GENERAL MEETING

Barcode:

Investor Code:

Event Code:

I/We being a member of the Company appoint the Chairman of the meeting or the following person

(see note 1) as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of all or (if less than all)

ordinary shares (see note 1) of my/our entitlement on my/our behalf at the Annual General Meeting of the Company to be held at 12.00 noon on 25 May 2017 at Durrants Hotel, George Street, London W1H 5BJ and at any adjournment of that meeting.

I/We have indicated with an 'X' how I/we wish my/our votes to be cast in respect of the Resolutions which are set out in the Notice of Annual General Meeting. In the absence of instructions, the person appointed proxy may vote or withhold their vote as they think fit on the Resolutions and, unless otherwise instructed, may also vote or withhold their vote as they think fit on any other matter (including amendments to the Resolutions) which may properly come before the meeting and at any adjournment of the meeting.

Please indicate with an 'X' here if this proxy appointment is one of multiple appointments being made.\*

\* For the appointment of more than one proxy, please refer to note 2.

## RESOLUTIONS

Please mark 'X' to indicate how you wish to vote

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### Ordinary Resolutions

1. Receive Annual Report and Accounts

For	Against	Vote Withheld
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

2. Approve Remuneration Policy

For	Against	Vote Withheld
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

3. Approve Remuneration Committee Report

For	Against	Vote Withheld
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

4. Elect Rod Birkett

For	Against	Vote Withheld
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

5. Re-elect Martin Knight

For	Against	Vote Withheld
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

6. Re-elect Neil Lerner

For	Against	Vote Withheld
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

7. Re-elect Robert Rayne

For	Against	Vote Withheld
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

8. Appoint BDO LLP as auditor

For	Against	Vote Withheld
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

9. Authorise determination of auditor's remuneration

For	Against	Vote Withheld
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

### Special Resolution

10. Calling of general meeting on shorter notice

For	Against	Vote Withheld
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

Signature

Date

## Explanatory Notes

1. A member entitled to attend, speak and vote at the meeting is also entitled to appoint one or more proxies to attend, speak and vote instead of them. The proxy need not be a member of the Company. If you wish to appoint someone other than the Chairman, please insert the name of your chosen proxy holder in the space provided, delete the words 'the Chairman of the meeting or' and initial the alterations. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the space provided the number of shares in relation to which they are authorised to act as your proxy, delete the words 'all or (if less than all)' and initial the alterations. If left blank, or if a number which is greater than your total shareholding is entered in the applicable space, 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).
2. A member of the Company may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to different shares. To appoint more than one proxy, additional proxy forms may be obtained by contacting the Registrars helpline on 0871 664 0300 or you may photocopy this form. Please indicate in the box 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 placing an 'X' in 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.
3. Completion and return of the Form of Proxy will not preclude shareholders from attending, speaking and voting in person at the meeting or adjournment of the meeting.
4. To be effective, this Form of Proxy should be signed by a member, or their attorney duly authorised in writing, and, if a corporation, this Form of Proxy must be executed under its common seal or under the hand of a duly authorised officer or attorney (or under the hand of another person duly authorised to sign it).
5. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, only holders of Ordinary Shares entered in the register of members of the Company as at close of business on 23 May 2017 or, if the meeting is adjourned, at close of business two days before the date of the adjourned meeting, shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of members after close of business on 23 May 2017 or, if the meeting is adjourned, after close of business two days before the day of the adjourned meeting, shall be disregarded in determining the rights of any person to attend, speak or vote at the meeting or at any such adjournment.
6. To be valid for the meeting, this Form of Proxy should be completed, signed and lodged (together with any power of attorney or any other written authority under which it is executed or a notarially certified copy of such authority or certified in some other way approved by the Board) with the Company's registrars, Capita Asset Services, PXS 1, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, not less than 48 hours (excluding non-working days) before the time for holding the meeting, or in the event of an adjournment, not less than 48 hours (excluding non-working days) before the time of the adjournment. Forms of Proxy may not be submitted via the Company's website or via any email address given on the Company's website.
7. As an alternative, members can appoint a proxy electronically at [www.capitashareportal.com](http://www.capitashareportal.com). In order to register their votes online members will require their investor code which can be found on the front page of this Form of Proxy.
8. In the case of joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders. For this purpose, seniority shall be determined by the order in which the names of such holders stand in the register of members in respect of the joint holding.
9. The 'vote withheld' option is provided to enable you to instruct your proxy not to vote on any particular Resolution. However, a 'vote withheld' is not a vote in law and will not be counted in the calculation of votes 'for' and 'against' a Resolution. Failing to mark any box in respect of a Resolution will mean your proxy can vote as they wish or can decide not to vote at all.
10. Any amendments made to this Form of Proxy must be initialled by the person who signs it.
11. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with Section 146 of the Companies Act 2006 (a 'Nominated Person'). A Nominated Person may have a right, under an agreement between them and the member by whom they were nominated, to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may have a right, under such an agreement, to give instructions to the member as to the exercise of voting rights.
12. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) voting service provider(s) should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company's agent, Capita Asset Services (CREST participant ID RA10), no later than 48 hours before the time appointed for the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed (a) voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.