



TRISTEL PLC

FORM OF PROXY

Please complete in block capitals:

I/We.....

of.....

being (a) Shareholder(s) of Tristel plc hereby appoint the chairman of the meeting/ (see Note 1)

.....

as my/our proxy to attend, vote and speak for me/us on my/our behalf at the annual general meeting of the Company to be held on the 10<sup>th</sup> of December 2013 at Lynx Business Park Fordham Road Snailwell and at any adjournment thereof.

This form of proxy relates to ..... Ordinary Shares held by me/us in the Company (see Note 2)

I/we direct my/our proxy to vote on the resolutions set out in the notice convening the annual general meeting as follows:

| Resolution   | For | Against | Vote Withheld<br>(See Note 3) |
|--|-----|---------|-------------------------------|
|  |     |         |                               |
| 1. To receive and adopt the accounts of the Company as at 30 June 2013 and the directors' and auditors' Reports thereon. |     |         |                               |
| 2. To declare a final dividend of 0.32 pence per share.  |     |         |                               |
| 3. To re-elect Paul Swinney as a director.   |     |         |                               |
| 4. To re-elect Elizabeth Dixon as a director.  |     |         |                               |
| 5. To re-elect Paul Barnes as a director.  |     |         |                               |
| 6. To re-elect Francisco Soler as a director.  |     |         |                               |
| 7. To re-elect Christopher Samler as a director.   |     |         |                               |
| 8. To re-appoint Messrs Grant Thornton LLP as auditors and to authorise the directors to fix their remuneration.         |     |         |                               |
| 9. That the Company be authorised to allot shares pursuant to Section 551 of the   |     |         |                               |

|   |  |  |  |
|---|--|--|--|
| Companies Act 2006.   |  |  |  |
| 10. That the Company be authorised to disapply pre-emption rights pursuant to Sections 570 and 573 of the Companies Act 2006. |  |  |  |
| 11. That the Company be authorised to purchase its own shares pursuant to Section 701 of the Companies Act 2006.              |  |  |  |

Signed..... this ..... day of .....2013

**Notes**

1. If you wish to appoint as your proxy some person other than the chairman of the meeting please insert in block capitals the full names of the person of your choice, delete the words ‘the chairman of the meeting’ and initial the alteration. A proxy need not be a member of the Company but must attend the meeting to represent you. 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.
2. If no number of shares is entered, the proxy will be authorised to act on your behalf in relation to your entire shareholding in the Company. To appoint more than one proxy, you may photocopy this form or (an) additional proxy form(s) may be obtained by contacting the Company’s registrars (see Note10). On each proxy form, please enter the number of shares in relation to which that proxy is authorised to act on your behalf. The total number of shares entered on all the proxy forms you submit must not exceed the number of shares you hold in the Company. All forms must be signed and should be returned together in the same envelope.
3. To direct your proxy how to vote on the resolution[s], please mark the appropriate box with an ‘X’. To abstain from voting on a resolution, select the relevant “Vote Withheld” box. 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 no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will also vote or abstain at his or her discretion on any additional matter coming before the meeting.
4. In the case of a corporation, this form of proxy must be under seal or signed by a duly authorised officer or attorney.
5. In the case of joint holders, the signature of any one joint holder is sufficient. If more than one joint holder tenders a vote in person or by proxy, the vote of the person whose name stands first in the register will be accepted to the exclusion of the votes of the other joint holders.
6. To be effective, this form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially or otherwise certified copy of such power or authority, must be deposited at the office of Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, not later than 48 hours before the time appointed for holding the meeting.
7. When two or more valid, but differing, proxy forms are delivered in respect of the same share for use at the same meeting, the one which is signed last shall be treated as replacing and revoking the other or others as regards that share. If the Company is unable to determine which proxy form was last validly delivered, none of them shall be treated as valid in respect of that share.
8. In accordance with Regulation 41 of the Uncertified Securities Regulations 2001, to have the right to attend and vote at the meeting a member must first have his or her name entered in the Company’s register of members by no later than 6.00 p.m. on 8 December 2013 or, if this meeting is adjourned, at 6.00 p.m. on the day two days prior to the adjourned meeting. Changes to entries on that register after that time shall be disregarded in determining the rights of any member to attend and vote at the meeting.
9. Appointing a proxy will not prevent you from attending the meeting and voting in person should you so wish (whereupon your proxy appointment will automatically be terminated).
10. If you have any queries about this form of proxy, please contact the Company’s registrars, Computershare Investor Services PLC, on telephone number +44 (0)870 707 1357.