

I/We

of

(Please insert full name(s) and address(es) in Block Letters – see Note 1 overleaf)

being (a) member(s)/a person nominated by (a) member(s) of the above-named Company, hereby appoint the Chairman of the meeting or

Number of shares

(see Note 2 overleaf)

as my/our proxy or proxies to vote for me/us and on my/our behalf at the annual general meeting of the Company to be held on 19 May 2016 at 12:00pm and at any adjournment of that meeting and to vote at that meeting as indicated below.

Please indicate how you wish your proxy or proxies to vote by inserting "X" in the box below. Where no "X" is inserted, and on any other resolutions proposed at the meeting, your proxy will vote or abstain from voting as he/she thinks fit.

Please tick here if this proxy appointment is one of multiple proxies being made (and refer to Note 2 below).

RESOLUTIONS	FOR	AGAINST	WITHHELD	DISCRETIONARY	RESOLUTIONS	FOR	AGAINST	WITHHELD	DISCRETIONARY
1. To receive the Accounts for the year ended 31 December 2015	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. To authorise the Directors to allot shares and to grant rights to subscribe for or to convert any security into shares pursuant to section 551 of the Companies Act 2006 and to allot equity securities by way of rights issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-appoint PricewaterhouseCoopers as auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. To authorise the Directors to allot equity securities pursuant to section 570 of the Companies Act 2006	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To authorise the audit committee to determine the remuneration of the auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. To authorise the Directors to make market purchases of the Company's shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To approve part A of the Directors' Remuneration Report comprising the Directors' remuneration policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17. To permit general meetings (other than the Annual General Meeting) to be called on 14 clear days' notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To approve part B of the Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18. To approve the making of political donations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To declare a final dividend of 5.2p per share	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19. To approve the rules of the Eurocell Plc Save As You Earn Scheme 2016 and authorise the Directors to establish such scheme and carry it into effect	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Patrick Bateman as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	20. To approve the rules of the Eurocell Plc Share Incentive Plan 2016 and authorise the Directors to establish such plan and carry it into effect	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Martyn Coffey as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	21. To approve the ratification of the interim dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Matthew Edwards as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
10. To re-elect Patrick Kalverboer as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
11. To re-elect Mark Kelly as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
12. To re-elect Robert Lawson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
13. To re-elect Francis Nelson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

**Notes**

1. All members are entitled to attend and vote at the meeting, whether or not they have returned a Form of Proxy.
2. If any other proxy is preferred, delete the words “the Chairman of the Meeting or;” insert the full name of the proxy or proxies you wish to appoint and initial the alternation. If you are appointing more than one proxy you must indicate the number of shares in respect of which you are making this appointment, you should include the number in the box provided for your first named proxy and either obtain (an) additional Proxy Form(s) from the Company’s Registrars, Equiniti Limited, Aspect House, Spencer Road Lancing, West Sussex, BN99 6DA, UK or Telephone: 0371 384 2030. Lines are open Monday – Friday excluding UK Bank Holidays, 8.30 am to 5.30 pm (from outside the UK: +44 121 415 7047) or you may photocopy this form. Please return all the forms together and tick the box to indicate each form is one of multiple instructions being given. Please take care when completing the number of shares; if the total number of shares exceeds the total held by the member, all appointments may be invalid.
3. A proxy need not be a member of the Company but must attend the meeting in person.
4. In the case of a corporation this form of proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised in writing. In the case of an individual, the form of proxy must be signed by the individual or his attorney.
5. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
6. If you want your proxy to vote in a certain way on the resolutions, please insert “X” in the relevant box.
7. The “withheld” voting 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 votes “For” and “Against” a resolution.
8. If you select “discretionary” or fail to select any of the options, your proxy can vote as he or she chooses or can decide not to vote. Your proxy can also do this on any other resolution that is put to the meeting.
9. If this Form of Proxy is returned duly signed but without any indication as to how the person appointed proxy shall vote, he will exercise his discretion as to how he votes and whether or not he abstains from voting. Your proxy can also do this on any other resolution that is put to the meeting.
10. To be effective, this form of proxy, duly executed together with the power of attorney or other authority (if any) under which it is signed (or a notorially certified copy thereof) must be lodged at the Company’s Registrars, Equiniti Limited, Aspect House, Spencer Road Lancing, West Sussex, BN99 6DA or proxy.votes@equiniti.com not less than 48 hours (excluding any part of a day which is a non-working day) before the time appointed for the holding of the meeting or adjourned meeting.
11. Any alterations made in this form of proxy should be initialled.
12. Appointment of a proxy will not preclude a member from attending and voting in person should he subsequently decide to do so.
13. 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 (“nominated persons”). Nominated persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
14. If two or more valid forms of proxy are delivered in respect of the same share, the one which was delivered last (regardless of its date or the date of its execution) will be valid.

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**Please fill in using block capitals**

Name(s).....

Address(es) .....

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Signature(s)	Date:
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