

**Notes**

- a. A member of the Company is entitled to appoint a proxy to exercise all or any of his rights to attend, speak and vote at a general meeting of the Company. A member may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attaching to different shares. A proxy need not be a member.
- b. To be effective, the instrument appointing a proxy and any authority under which it is signed (or a notarially certified copy of such authority) for the annual general meeting to be held at venue tbc on 13 May 2014 at 10.30am and any adjournment(s) thereof must be returned to the office of the Registrars by 10.30am on 9 May 2014. In each case the proxy appointments must be received by the Company not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. A form of proxy is enclosed with this notice. The appointment of a proxy does not preclude a member from attending the meeting and voting in person, in which case any votes of the proxy will be superseded.
- c. A corporation must execute the Form of Proxy under either its common seal or the hand of a duly authorised officer or attorney.
- d. The 'Abstain' option is to enable you to abstain on any particular resolution. Such a vote is not a vote in law and will not be counted in the votes 'For' and 'Against' a resolution.
- e. Only those members entered on the register of members of the Company as at 6.00pm on 9 May 2014 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 register of members after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
- f. Copies of the Directors' service contracts and Non-executive Directors' letters of appointment with the Company will be available for inspection at the Registered Office of the Company during usual business hours on any weekday (Saturdays and public holidays excluded) from the date of this Notice to the date of the meeting and from 15 minutes prior to and until the close of the meeting.

**eg solutions plc**

**FORM OF PROXY**

For use at the 2014 annual general meeting of the Company to be held at finnCap, 60 New Broad Street, London, EC2M 1JJ on Tuesday 13 May 2014 at 10.30am.

I/We ..... (full name in block capitals)  
of ..... (address)  
being a member/member(s) of eg solutions plc hereby appoint the Chairman of the meeting  
or\* .....Number of shares.....

as my/our proxy to vote for me/us on my/our behalf at the annual general meeting of the Company to be held on 13 May 2014 and at any adjournment thereof. I/We direct my/our proxy to vote in respect of the resolutions set out in the notice of annual general meeting as follows:

Please tick here if you are appointing more than one proxy.

Please indicate with an X in the space below how you wish your proxy to vote on the resolutions set out in the notice convening the annual general meeting. If no indication is given, your proxy may vote or abstain from voting as he/she thinks fit

RESOLUTIONS		For	Against	Abstain
1.	That the Directors' Report and the annual report and accounts for the year ended 31 January 2014 be adopted and approved.			
2.	That the Directors' Remuneration for the year ended 31 January 2014 be approved.			
3.	That the eg solutions 2014 Long-Term Incentive Plan (the "LTIP") is approved.			
4.	That Baker Tilly UK Audit LLP be reappointed as Auditors and the Directors be authorised to determine their remuneration.			
5.	That Duncan James McIntyre who has been appointed since the last AGM be reappointed.			
6.	That John Henry Brougham who has been appointed since the last AGM be reappointed.			
7.	To authorise Directors to allot unissued shares.			
8.	To empower the Directors to allot equity securities for cash.			
9.	To authorise the Company to make market purchases of its shares.			

Member's signature .....

Dated .....2014

\* To appoint as a proxy a person other than the Chairman of the meeting insert the full name in the space provided. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate 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. A proxy need not be a member of the Company.

Business Reply Plus  
Licence Number  
RLUB-TBUX-EGUC



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