

**BAKO NORTH WESTERN (GROUP) LIMITED (Company)**  
**Annual General Meeting**  
**Form of proxy**

NAME AND ADDRESS OF SHAREHOLDER

**Before completing this form, please read the explanatory notes below**

I /We being a member of the Company appoint the Chairman of the meeting or (see note 3)

as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held on 22<sup>nd</sup> November 2017 at 2.00pm and at any adjournment of the meeting.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting.

<b>SPECIAL RESOLUTIONS</b>	For	Against
<p><b>1</b> (a) <b>THAT</b> the draft regulations enclosed with the circular to members dated 20 October 2017 be adopted as the new articles of association of the Company in substitution for, and to the exclusion of, all existing articles of association (<b>New Articles</b>); and</p> <p>(b) <b>THAT</b> ten of the Ordinary Shares held by each member on the register on 30 September 2017 be and they are hereby converted into ten A Ordinary Shares of £1 each having the rights and being subject to the restrictions enclosed with the draft regulations set out in the circular to members dated 20 October 2017.</p> <p>(c) <b>THAT</b>, subject to the passing of resolutions (a) and (b) above, and pursuant to article 3 of the New Articles, the directors be generally and unconditionally authorised to allot 100 B Ordinary shares in the Company up to an aggregate nominal amount of £100.00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date before the fifth anniversary of the passing of this Resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.</p>		
<b>ORDINARY RESOLUTIONS</b>		
<p><b>2</b> To receive the Statement of Accounts for the year ended 31 March 2017, together with the reports of the Directors and Auditors thereon.</p>		

<p><b>3</b> To approve the Directors' remuneration and fees payable for the year ended 31 March 2017.</p>		
<p><b>4</b> To re-appoint Joseph Hall who retires by rotation as a Director in accordance with the provisions of the Articles of Association, and who, being eligible, offers himself for re-appointment as a Director of the Company.</p>		
<p><b>5</b> To re-appoint Duncan Hindley who stands for re-election in accordance with the provisions of the Articles of Association, and who, being eligible, offers herself for re-appointment as a Director of the Company.</p>		
<p><b>6</b> To re-appoint RSM as auditors of the Company until the conclusion of the next Annual General Meeting of the Company at which accounts are laid before the Members and to authorise the Directors to fix their remuneration.</p>		

<p><b>Signature</b></p>	<p><b>Date</b></p>

## Notes to the proxy form

1. As a member of the Company you are entitled to appoint a proxy or proxies to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. If you wish to appoint a proxy other than the chairman of the meeting, insert their full name in the box. If you leave this space blank, the chairman of the meeting will be appointed your proxy. Where you appoint as your proxy someone other than the chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the chairman and give them the relevant instructions directly.
4. To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting, including a motion to adjourn.
5. To appoint a proxy using this form, the form must be:
  - a. Completed and signed;
  - b. Sent or delivered to the Company at 74 Roman Way Industrial Estate, Longridge Road, Preston, United Kingdom, PR2 5BE; and
  - c. Received by the Company no later than [time] on the [date].
6. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
7. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
8. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
9. If you appoint a proxy and attend the meeting and vote in person, your proxy will automatically be terminated.