

INFOSERVE GROUP PLC

Annual General Meeting

Proxy Form

Before completing this form, please read the Notice of Annual General Meeting and the explanatory notes below:

For use at the Annual General Meeting of the Company to be held at Head Office, Infoserve Group plc, South Side Aviation, Leeds Bradford International Airport, Leeds, LS19 7UG at 10.00 a.m. on 22 September 2016.

I/We:	[Insert name of shareholder(s) in BLOCK CAPITALS]
of:	[Insert full postal address of shareholder(s) in BLOCK CAPITALS]

being a shareholder(s) entitled to attend, speak and vote at meetings of shareholders of the Company, hereby appoint the Chairman of the meeting or (see note 4):

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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 September 2016 at 10.00 a.m. 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 (including any motion to amend any resolution or to adjourn the Annual General Meeting).

RESOLUTIONS	For	Against	Vote withheld
Ordinary Business			
1. To receive, consider and adopt the Company's annual report and financial statements for the year ended 31 March 2016 together with the Directors' report and auditors' report on those accounts			
2. To re-elect Andrew Thirkill as a Director			
3. To re-appoint KPMG LLP as auditors to the Company and to authorise the Directors to determine their remuneration			

Special Business			
4. Ordinary resolution to authorise Directors to allot equity securities			
5. Special resolution to disapply statutory pre-emption rights			

PLEASE SIGN WHERE INDICATED AND THEN COMPLETE THE REQUESTED DETAILS BELOW IN BLOCK CAPITALS:

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.....

**Signature of shareholder or common seal/signature
of duly authorised officer/attorney of corporate
shareholder**

Date

.....

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Print name of signatory

**Print name of shareholder where signed
on behalf of a shareholder**

Notes to the Proxy Form

1. The full text of each resolution to be proposed at the Annual General Meeting is set out in the Notice of General Meeting contained in the Circular to shareholders of the Company dated 1 September 2016 (“Circular”). Shareholders should read the resolutions set out in the Notice of General Meeting together with the explanation of the resolutions set out in Part I of the Circular.
2. As a member of the Company you are entitled to appoint a proxy 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 and the Notes to the Notice of Annual General Meeting.
3. 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 will automatically be terminated.
4. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be 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.
5. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact the Company Secretary at Head Office, Infoserve Group plc, South Side Aviation, Leeds Bradford International Airport, Leeds, LS19 7UG.
6. To direct your proxy how to vote on the resolutions 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 vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting (including any motion to amend any resolution or to adjourn the Annual General Meeting).
7. To appoint a proxy using this form, the form must be:
 - completed and signed;
 - sent or delivered to the Company Secretary at: Infoserve Group plc, South Side Aviation, Leeds Bradford International Airport, Leeds, LS19 7UG; and
 - received by the Company Secretary no later than 10.00 a.m. on 20 September 2016.
8. 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.
9. 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.
10. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company’s register of members in respect of the joint holding (the first-named being the most senior).
11. 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.
12. For details of how to change your proxy instructions or revoke your proxy appointment, see the Notes to the Notice of Annual General Meeting.