

**PLEASE RETURN TO THE ADDRESS PER NOTE 6 OVERLEAF**

**FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING OF  
TRICOR PLC**

To be held at 10.00 a.m. on 2 February 2011 at Finsgate, 5-7 Cranwood Street, London EC1V 9EE (the "**Meeting**")

I/We being (a) member(s) of Tricor plc (the "**Company**") hereby appoint the Chairman of the Meeting or (see note 3 overleaf):-

.....  
as my/our proxy to attend, speak and vote on my/our behalf at the Meeting 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':-

<b>ORDINARY BUSINESS</b>	<b>RESOLUTION</b>	<b>FOR</b>	<b>AGAINST</b>	<b>VOTE WITHHELD</b>
Resolution 1 (Ordinary)	To consider and adopt the statement of accounts for the year ended 31 March 2010 and the reports of the directors and auditors thereon			
Resolution 2 (Ordinary)	To re-elect Leo Knifton as a director of the Company			
Resolution 3 (Ordinary)	To re-appoint Jeffrey's Henry LLP as auditors of the Company			

<b>SPECIAL BUSINESS</b>	<b>RESOLUTION</b>	<b>FOR</b>	<b>AGAINST</b>	<b>VOTE WITHHELD</b>
Resolution 4 (Special)	To adopt the New Articles of Association of the Company			

If no indication is given, I/we authorise my/our proxy to vote or abstain from voting at his/her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he/she thinks fit in relation to any other matter which is properly put before the Meeting (including any resolution to adjourn the Meeting).

Date..... Signed.....

(Please complete in BLOCK CAPITALS including initials and surnames of joint holders if applicable).

Name in full .....

Address .....

.....

Joint Holders .....

## Notes

1. 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.
2. Use of this form does not preclude a member 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 need not 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 the words "the Chairman of the Meeting" should be struck out and the name and address of the other person be inserted in block capitals in the space provided. If you sign and return this proxy form with no name inserted in the space provided, 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. 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'. 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 put before the Meeting.
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 complete and submit more than one proxy form and make it clear how many shares the proxy has voting rights over. Failure to specify the number of shares each proxy appointment relates to or specifying a number of shares in excess of those held by the member on the record date will result in the proxy appointment being invalid.
6. To be valid, this form of proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified or office copy of such power or authority must be delivered to PXS at The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, no later than 10.00 a.m. on 31 January 2011 (or 48 hours before the time fixed for any adjourned meeting or in the case of a poll to be taken more than 48 hours after it was demanded, not less than 24 hours before the time appointed for taking the poll at which the proxy is to attend, speak and to vote and where the poll is to be taken not more than 48 hours after it was demanded at the meeting at which the poll was demanded).
7. In the case of a member which is a company, this proxy form must be executed pursuant to the terms of section 44 of the Companies Act 2006 or under the hand of a duly authorised officer or attorney for the Company.
8. 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).
9. 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.
10. For details of how to revoke your proxy appointment see the notes to the notice of Meeting.