

# Van Elle Holdings plc

## Form of proxy

I/We.....

(Please insert full name(s) and address(es) in block letters)

of.....

being (a) member/members of the above-named Company hereby appoint the Chairman of the meeting, or (see note 1 on back page)

of.....

as my/our proxy or proxies to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Tuesday 12 September 2017 and at any adjournment thereof, and to vote as indicated below.

Please indicate how you wish your proxy or proxies to vote by inserting "X" in the box below. If no indication is given, 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 is one of multiple appointments being made (see note 1).

Enter number of shares in relation to which your proxy is authorised to vote or leave blank to authorise your proxy to act in relation to your full voting entitlement.

Resolutions:	For	Against	Vote withheld	Discretionary
1 To receive the accounts of the Company for the year ended 30 April 2017				
2 To re-appoint BDO LLP as auditor				
3 To authorise the Directors to determine the remuneration of the auditor				
4 To approve the Directors' remuneration report in the form set out in the annual report of the Company for the year ended 30 April 2017				
5 To declare a final dividend of 1.75p per ordinary share				
6 To re-elect Adrian Barden as a Director				
7 To re-elect Robin Williams as a Director				
8 To re-elect Jon Fenton as a Director				
9 To re-elect Paul Pearson as a Director				
10 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 a rights issue				
11 To authorise the Directors to allot equity securities pursuant to Section 570 of the Companies Act 2006 in connection with a rights issue and general disapplication				
12 To authorise the Directors to allot equity securities pursuant to Section 570 of the Companies Act 2006 in connection with an acquisition or other capital investment				

Signature(s):.....

or common seal.....

Date:.....

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## Form of proxy continued

### Notes:

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see over). If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of shares in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
2. In order to be valid, any form of proxy and power of attorney or other authority under which it is signed or notarially certified, or office copy of such power or authority, must reach the Company's registrars, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU by 10.00 a.m. on 8 September 2017.
3. 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.
4. The vote withheld 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.
5. If a member is a corporation, this form of proxy must be executed under its common seal or by the signature of an officer or attorney duly authorised in writing.
6. Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the register of members of the Company as at close of business on 8 September 2017. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
7. Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST Manual.
8. The completion and return of this form will not preclude a member from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
9. In the case of joint holders, the signature of any one holder will be sufficient, but the names of all joint holders should be stated, and the vote of the senior holder who tenders a vote will be accepted to the exclusion of the vote(s) of other joint holder(s), seniority being determined by the order in which the names stand in the register of members of the Company.
10. Any alterations made to this form of proxy should be initialled.