

FORM OF PROXY

Lakehouse plc – Annual General Meeting



I/We _____

of _____

(Please insert full name(s) and address(es) in block letters – see Note 1 overleaf)

being (a) member(s) / a person nominated by (a) member(s) of the above-named Company to exercise the right to appoint a proxy, pursuant to Article 33 of the articles of association of the Company, hereby appoint the Chairman of the meeting or

of _____

(See Note 3 overleaf)

as my/our proxy or proxies to vote for me/us and on my/our behalf at the annual general meeting of the Company to be held at the Offices of Eversheds LLP, 1 Wood Street, London EC2V 7WS, on 5 February 2016 at 11.00am and at any adjournment of that meeting and to vote at that meeting as indicated below.

Please indicate how you wish your proxy or proxies to vote by inserting 'X' in the box below. Where no 'X' is inserted, 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 appointment is one of multiple proxies being made (and refer to Note 3 overleaf)

Resolutions	For	Against	Vote withheld*
1. To receive the Accounts for the year ended 30 September 2015.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' Remuneration Report.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the Directors' remuneration policy.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To declare a final dividend of 1.9p per share.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Stuart Black as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Sean Birrane as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Jeremy Simpson as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Michael McMahon as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Chris Geoghegan as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect Jill Ainscough as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To re-elect Johnathan Ford as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To re-appoint Deloitte LLP as auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To authorise the Directors to determine the remuneration of the auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. 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 rights issue.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. To authorise the Directors to allot equity securities pursuant to section 570 of the Companies Act 2006.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. To approve the purchase of shares pursuant to section 701 of the Companies Act 2006.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. To authorise political donations and expenditure.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18. To permit general meetings (other than the Annual General meeting) to be called on 14 clear days' notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Number of share(s) (See Note 3 overleaf)

Name(s) _____

(Block Letters)

Address(es) _____

(Block Letters)

Dated _____

Signature(s) _____

or Common Seal _____

Notes

1. Under Article 33 of the Company's articles of association, a member can nominate someone else to exercise the right to appoint a proxy. Please confirm whether you are the member or a person nominated by a member. If you are a member who has nominated someone else to exercise the right to appoint a proxy you should not complete this form. Any forms returned by such persons will be ineffective.
2. All members are entitled to attend and vote at the meeting, whether or not they have returned a form of proxy.
3. If any other proxy is preferred, delete the words 'the Chairman of the Meeting or;' insert the full name of the proxy or proxies you wish to appoint and initial the alternation. If you are appointing more than one proxy you must indicate the number of shares in respect of which you are making this appointment, you should include the number in the box provided for your first named proxy and either obtain (an) additional proxy form(s) from the Registrars by phone on 0871 664 0300 (calls cost 12 per minute plus your phone's access charge. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09.00 – 17.30 Monday to Friday, excluding public holidays in England and Wales) or email at shareholderenquiries@capita.co.uk. Or you may photocopy this form. Please return all the forms together and tick the box to indicate each form is one of multiple instructions being given. Please take care when completing the number of shares; if the total number of shares exceeds the total held by the member, all appointments may be invalid.
4. A proxy need not be a member of the Company but must attend the meeting in person.
5. In the case of a corporation this form of proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised in writing. In the case of an individual, the form of proxy must be signed by the individual or his attorney.
6. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
7. If you want your proxy to vote in a certain way on the resolutions, please insert 'X' in the relevant box.
8. 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.
9. If you fail to select any of the options, your proxy can vote as he or she chooses or can decide not to vote. Your proxy can also do this on any other resolution that is put to the meeting.
10. If this form of proxy is returned duly signed but without any indication as to how the person appointed proxy shall vote, he will exercise his discretion as to how he votes and whether or not he abstains from voting. Your proxy can also do this on any other resolution that is put to the meeting.
11. To be effective, this form of proxy, duly executed together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be returned in the business reply envelope enclosed with this form or sent to Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU. To be valid, Proxy Cards must be received by 11.00am (UK time) on Wednesday 3 February 2016.
12. Any alterations made in this form of proxy should be initialled.
13. Appointment of a proxy will not preclude a member from attending and voting in person should he subsequently decide to do so.
14. The right of members to vote at the Annual General Meeting is determined by reference to the register of members. As permitted by section 360B(3) of the Companies Act 2006 and Regulation 41 of the Uncertificated Securities Regulations 2001, shareholders (including those who hold shares in uncertificated form) must be entered on the Company's share register at 6.00pm on 3 February 2016 in order to be entitled to attend and vote at the Annual General Meeting. Such shareholders may only cast votes in respect of shares held at such time. Changes to entries on the relevant register after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
15. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the company in accordance with section 146 of the Companies Act 2006 ('nominated persons'). Nominated persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
16. If two or more valid forms of proxy are delivered in respect of the same share, the one which was delivered last (regardless of its date or the date of its execution) will be valid.