

# Admiral Group Plc

## FORM OF PROXY

**For use at the Annual General Meeting of the Company to be held at Cardiff City Hall, Cathays Park, Cardiff, CF10 3ND, Wales on Thursday 28 April 2016 at 2.00pm**

Please tick here if this proxy appointment is one of multiple appointments being made (see Explanatory Note 2 below)

Please read the Notice of the Meeting, the notes included in it and the accompanying explanatory notes for this Proxy Form carefully before completing this Proxy Form

I/We .....of .....being a shareholder(s) of the above-named Company,

appoint the Chairman of the Meeting (see Explanatory Note 2 below) or ..... to act as my/our proxy to exercise all or any of my/our rights to attend, speak and vote for me/us and on my/our behalf as directed below at the Annual General Meeting of the Company and at every adjournment thereof. 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.

*Please indicate with an 'X' in the spaces below how you wish your vote to be cast. If no indication is given your proxy will vote for or against the resolutions or abstain from voting as he thinks fit. See explanatory note 3*

	Resolutions	For	Against	Abstain			Resolutions	For	Against	Abstain
1.	To receive the Financial Statements and the reports of the Directors and the Auditors					12.	To re-elect Jean Park (Non-Executive Director) as a Director of the Company			
2.	To approve the Directors' Remuneration Report					13.	To re-elect Penny James (Non-Executive Director) as a Director of the Company			
3.	To declare the Final Dividend on the ordinary shares of the Company					14.	To appoint Deloitte LLP as Auditors of the Company			
4.	To appoint Manning Rountree (Non-Executive Director) as a Director of the Company					15.	To authorise the Directors to determine the remuneration of Deloitte LLP			
5.	To appoint Owen Clarke (Non-Executive Director) as a Director of the Company					16.	The amended rules of the 2015 Discretionary Free Share Scheme be approved and adopted			
6.	To re-elect Alastair Lyons (Non-Executive Director) as a Director and Chairman of the Company					17.	To authorise the Directors to allot relevant securities			
7.	To re-elect Henry Engelhardt (Executive Director) as a Director of the Company					18.	To dis-apply statutory pre-emption rights			
8.	To re-elect David Stevens (Executive Director) as a Director of the Company					19.	To authorise the Company to make market purchases			
9.	To re-elect Geraint Jones (Executive Director) as a Director of the Company					20.	To authorise the Directors to convene a General Meeting with not less than 14 days clear notice			
10.	To re-elect Colin Holmes (Non-Executive Director) as a Director of the Company									
11.	To re-elect Annette Court (Non-Executive Director) as a Director of the Company									

Signed .....

2016

Dated .....

*\* Notes to the Proxy Form located overleaf*

**\* Notes to the Proxy Form**

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 the Meeting on your behalf. A proxy need not be a member of the Company. You should appoint a proxy using the procedure as set out in these Explanatory Notes.
2. To appoint as a proxy a person other than the Chairman of the meeting insert the full name in the space provided. A proxy need not be a member of the Company. You can also appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by you. The following options are available:
  - (a) To appoint the **Chairman** as your **sole proxy** in respect of all your shares, simply fill in any voting instructions in the appropriate box and sign and date the Form of Proxy. 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. To appoint a **person other than the Chairman as your sole proxy** in respect of all your shares, delete the words 'the Chairman of the meeting (or)' and insert the name and address of your proxy in the spaces provided. Then fill in any voting instructions in the appropriate box and sign and date the Form of Proxy.
  - (b) 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 and you may not appoint more than one proxy to exercise rights attached to any one share). Please also indicate if the proxy instruction is one of multiple instructions being given. If you wish to appoint the Chairman as one of your multiple proxies, simply write 'the Chairman of the Meeting'. All forms must be signed and should be returned together in the same envelope.
3. If you wish your proxy to cast all of your votes for or against a resolution you should insert an "X" in the appropriate box. If you wish your proxy to cast only certain votes for and certain votes against, insert the relevant number of shares in the appropriate box. The "Abstain" option is provided to enable you to instruct your proxy to abstain from voting on a particular resolution. Such a vote is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" or "Against" a resolution. In the absence of instructions, your proxy may vote or abstain from voting as he or she thinks fit on the specified resolutions and, unless instructed otherwise, may also vote or abstain from voting as he or she thinks fit on any other business which may properly come before the Meeting.
4. The Form of Proxy below must arrive at Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF during usual business hours accompanied by any power of attorney under which it is executed (if applicable) no later than 48 hours before the time set for the meeting. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxyholder's name the number of shares in relation to which they are authorised to act as your proxy.
5. If you submit more than one valid proxy appointment in respect of the same share or shares, the appointment received last before the latest time for the receipt of proxies will take precedence. If the Company is unable to determine which was received last, none of the proxy appointments in respect of that share or shares shall be valid.
6. This Proxy Form must be signed by the member or his/her attorney. A corporation must execute the Form of Proxy under either its common seal or the hand of a duly authorised officer or attorney. In the case of joint holders, any one holder may sign this Proxy Form. The vote of the senior joint holder (whether in person or by proxy) will be taken to the exclusion of all others, seniority being determined by the order in which the names stand in the register of members in respect of the joint holding.
7. Instead of completing this Proxy Form if you hold your shares in certified form and have your share certificate to hand, you can appoint a proxy electronically at [www.admiral-shareholder.co.uk](http://www.admiral-shareholder.co.uk) no later than 48 hours before the time set for the Meeting.
8. The Form of Proxy is for use in respect of the shareholder account specified above only and should not be amended or submitted in respect of a different account.
9. Shares held in uncertified 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 on the Euroclear Website ([www.euroclear.com/CREST](http://www.euroclear.com/CREST)). (Shareholders wishing to vote online should visit [www.admiral-shareholder.co.uk](http://www.admiral-shareholder.co.uk) and follow the instructions). Both of these forms of voting must be carried out no later than 48 hours before the time set for the meeting.
10. Completion and return of the Form of Proxy will not preclude you from attending and voting in person at the Meeting should you subsequently decide to do so.
11. All alterations made to this Proxy Form must be initialled by the signatory.
12. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended) and section 360B Companies Act 2006, 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 48 hours before the Meeting or adjourned meeting. 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.

If you wish to use an envelope, please address it to FREEPOST CAPITA PXS. Please note that delivery using this service can take up to 5 business days.