

# Mortgage Advice Bureau (Holdings) plc

## Form of Proxy

Mortgage Advice Bureau (Holdings) plc (the "Company")

Name(s) of Registered Holder

(Capitals)

(Address)

I/We, the undersigned, hereby appoint the Chairman of the meeting or

in respect of

of my/our shares as my/our proxy to attend and, on a poll, to vote for me/us and on my/our behalf as indicated below at the Annual General Meeting of the Company to be held at 2.00 pm on Tuesday, 21 May 2019 at Norton Rose Fulbright LLP, 3 More London Riverside, London, SE1 2AQ and at any adjournment thereof.

Please mark this box to indicate that this proxy appointment is one of multiple appointments being made. For the appointment of more than one proxy, see note 2.

Ordinary Resolutions	For	Against	Discretionary	Vote Withheld
1. To receive the annual report and accounts for the year ended 31 December 2018.				
2. To approve the final dividend of 12.7 pence per ordinary share for the year ended 31 December 2018.				
3. To approve the Directors' remuneration report for the year ended 31 December 2018.				
4. To re-elect Katherine Innes Ker as a Director of the Company.				
5. To re-elect Peter Brodnicki as a Director of the Company.				
6. To re-elect David Preece as a Director of the Company.				
7. To re-elect Lucy Tilley as a Director of the Company.				
8. To re-elect Nathan Imlach as a Director of the Company.				
9. To re-elect Stephen Smith as a Director of the Company.				
10. To elect Ben Thompson as a Director of the Company.				
11. To re-appoint BDO LLP as Auditors of the Company.				
12. To authorise the Company's audit committee to determine the remuneration of the Auditors.				
13. To authorise the Directors to allot shares in the Company.				
<b>Special Resolution</b>				
14. To disapply statutory pre-emption rights.				

Dated

Signature(s)

You may return this card in a sealed envelope, to be received no later than 2.00 pm on Friday, 17 May 2019 to Equiniti, Freepost RTHJ-CLLL-KBKU, Aspect House, Spencer Road, Lancing, BN99 8LU.

## Proxy Notes

1. A member may appoint a proxy or proxies (who need not be a member of the Company) to exercise all or any of his/her rights to attend, speak and vote at the meeting.
2. You can appoint the Chairman of the meeting or anyone else to be your proxy at the Annual General Meeting. You can also, if you wish, appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you.
  - To appoint the Chairman as your sole proxy in respect of all of your shares fill in any voting instructions and sign and date the form of proxy – leave all other proxy appointment details blank.
  - To appoint a single proxy other than the Chairman in respect of all of your shares, delete the words ‘the Chairman of the meeting’ and insert the name of your proxy in the space provided. Please initial the amendment.
  - To appoint more than one proxy, (an) additional form(s) may be obtained by contacting Equiniti Limited on 0371 384 2030 (lines are open 8:30 am to 5:30 pm Monday to Friday, excluding public holidays in England and Wales) or the overseas helpline on +44 121 415 7047 or you may copy the form of proxy. You must complete a separate form of proxy for each proxy unless you are appointing your proxies electronically in which case please refer to note 9 below. Please indicate, on the line underneath your proxy holder’s name, the number of shares in relation to which you authorise them to act as your proxy. Please also indicate, by marking the box on the proxy form, if the proxy instruction is one of multiple instructions being given. All forms of proxy must be signed and should be returned to Equiniti Limited.
3. The proxy must attend the meeting in person to represent you. The completion of a form of proxy does not preclude the member from attending or voting in person.
4. Please indicate how you wish your proxy to vote on the resolutions by inserting ‘X’ in the appropriate space.
5. 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 the votes ‘For’ and ‘Against’ a resolution.
6. In the case of a corporation, the proxy must be under its common seal (if any) or the hand of its duly authorised officer or attorney or other person duly authorised in that behalf. In the case of an individual, the proxy must be signed by the appointor or his/her attorney duly authorised in writing.
7. In the case of joint holders, the signature of only one of the joint holders is required but, if more than one votes, the vote of the first named on the Register of Members will be accepted to the exclusion of other joint holders.
8. In order to be valid an appointment of proxy must be returned (together with any authority under which it is executed) in hard copy form by post to the Company’s Registrars at Equiniti, Freepost RTHJ-CLLL-KBKU, Aspect House, Spencer Road, Lancing, BN99 8LU or by hand to Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, not later than 48 hours, excluding any part of a day that is not a working day, before the time of the meeting (or any adjournment thereof). Any alteration made to the form of proxy must be initialled.
9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service, may do so by using the procedures described in the CREST manual. A CREST message appointing a proxy (a “CREST proxy instruction”) regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction previously given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer’s agent by the latest time for receipt of proxy appointments.
10. Only persons entered on the Register of Members of the Company at 6:30 pm on Friday, 17 May 2019 (or, if the meeting is adjourned, at 6:30 pm on the date which is two days prior to the adjourned meeting) shall be entitled to attend and vote at the meeting or adjourned meeting. Changes to entries on the Register of Members after this time shall be disregarded in determining the rights of persons to attend or vote (and the number of votes they may cast) at the meeting or adjourned meeting.