

Business Reply P1us
Licence Number
RLUB - TBUX - EGUC



PXS 1
34 Beckenham Road
BECKENHAM
BR3 4ZF



MIS INTERNATIONAL plc

Proxy for use at Annual General Meeting

I/We.....
(BLOCK LETTERS PLEASE)

of
a member(s) of MIS INTERNATIONAL plc HEREBY APPOINT *the Chairman of the Meeting or:

as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company convened for 16th July, 2014 at 12 noon and at every adjournment thereof.
AS WITNESS my/our hand(s) this day of 2014

Signed.....

Please indicate with an "X" in the appropriate spaces below against each resolution how you wish your vote to be cast; on receipt of the form duly executed and in the absence of any specific direction, your proxy will vote as he thinks fit or abstain from voting.

RESOLUTIONS TO BE PROPOSED	FOR	AGAINST
1. To receive the Company's annual accounts and directors' and auditors' reports for the 53 weeks ended 3rd May, 2014.		
2. To approve the directors' remuneration report for the 53 weeks ended 3rd May, 2014.		
3. To declare a final dividend of 6.5p per Ordinary share of 10p each.		
4. To reappoint Mr. M O'Connell as a director of the Company.		
5. To elect Mr. N Bell as a director of the Company.		
6. To reappoint Mr. R Lane-Smith as a non-executive director of the Company.		
7. To reappoint Mr. D Pyle as a non-executive director of the Company.		
8. To elect Mr. D Hansell as a director of the Company.		
9. To reappoint Ernst & Young LLP as auditors of the Company.		
10. To authorise the directors to determine the remuneration of the auditors.		
11. Ordinary Resolution – To authorise the directors to allot shares.		
12. Special Resolution – To disapply Section 56(1) of the Companies Act 2006.		
13. Special Resolution – To authorise market purchases of shares.		
14. Special Resolution – That a general meeting of the Company (other than an annual general meeting) may be called on not less than 14 clear day's notice.		

Please tick box to indicate if this proxy instruction is one of multiple instructions

NOTES:

- Any member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies (who need not be a member of the Company but must attend the meeting in person) of his own choice to attend and to vote in his/her place. 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 "initial" the declaration and insert the name of the person you wish to appoint as your proxy. All members are entitled to attend and vote at the meeting, whether or not they have returned a form of proxy.
- If you indicate that you want your vote withheld, your proxy may abstain from voting and therefore there is no vote at law to be counted in the calculation of the proportion of votes for and against the resolution.
- 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.
- If the case of the member is signed on behalf of any of the shareholders of the Company, all joint holders should be named 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 which appears on the register of members of the Company.
- In order to be valid, this form of proxy, duly executed together with any power of attorney or other authority under which it is signed, or a notarily certified or office copy of such power or authority, must be lodged at the Company's Registrars not less than 48 hours before the time of the meeting, or any adjournment of the meeting.
- Any alterations made in this form of proxy must be initialled.