

Form of Proxy – Franchise Brands plc

Company number: 10281033

For use by members at the annual general meeting of Franchise Brands plc (company number: 10281033) (the **Company**) to be held at the offices of Gateley Plc, One Paternoster Square, London EC4M 7DX on 27 April 2017 at 3.30pm and any adjournment of that meeting

I/We (block capitals) of

being (a) holder(s) of ordinary shares in the capital of the Company hereby appoint the Chairman of the meeting or (note 1) as my/our proxy to attend, speak and vote for me/us and on my/our behalf as directed below at the annual general meeting of the Company to be held on 27 April 2017 at 3.30pm and at any adjournment of that meeting. The proxy may vote or abstain from voting at his/her discretion on any amendment to a resolution or any other business before the meeting.

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

Please indicate by ticking this box if this is one of more than one appointments of a proxy in respect of your holding. (note 2)

Please indicate with an "X" in the appropriate space how you wish your votes to be cast. If you wish to abstain from voting on any resolution, please indicate this with an "X" in the vote withheld box opposite that resolution.

To the extent this form is returned without an indication as to how the proxy is to vote the proxy will vote or abstain from voting at his discretion.

Ordinary Resolutions	For	Against	Withheld		For	Against	Withheld
1 To receive the Company's annual report and accounts for the financial year ended 31 December 2016.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8 To re-elect David John Poutney as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To declare a final dividend for the financial year ended 31 December 2016.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 To re-elect Nigel William Wray as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To re-elect Robin Nigel Auld as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 To reappoint BDO LLP as auditors of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To re-elect Robin Christian Bellhouse as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 To authorise the directors to determine the remuneration of the auditors of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To re-elect Julia Rosalind Choudhury as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12 To authorise the directors of the Company to allot relevant securities pursuant to section 551 of the Companies Act 2006.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 To re-elect Timothy John Harris as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7 To re-elect Stephen Glen Hemsley as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Special Resolution			
				13 Subject to the passing of resolution 12, to authorise the directors of the Company to disapply the statutory pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Dated: 2017

Signature: (note 3)

Notes

1. A member of the Company is entitled to appoint a proxy to exercise all or any of his rights to attend, speak and vote on his behalf at the meeting. A member may appoint more than one proxy provided that each proxy is appointed to exercise rights attached to a different share or shares held by that member.
 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;
 - (b) to appoint a person other than the Chairman as your sole proxy in respect of all your shares, insert the full name of your proxy in the space provided. Then fill in any voting instructions in the appropriate box and sign and date the Form of Proxy; or
 - (c) 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.
 3. Unless otherwise indicated the proxy will vote as he thinks fit or, at his discretion, abstain from voting.
 4. The Form of Proxy below must arrive at SLC Registrars, 42 – 50 Hersham Road, Walton-on-Thames, Surrey KT12 1RZ during usual business hours accompanied by any power of attorney or other authority under which it is executed (if applicable) not less than 48 hours (excluding in the calculation of such time period, any part of a day that is not a working day) before the time fixed for holding the meeting or any adjourned meeting.
 5. In the case of a member which is a company the Form of Proxy must be executed under its common seal or signed on its behalf by a director of the company or a duly appointed attorney for the company.
 6. In the case of joint holders, the signature of any one holder will be sufficient, but the names of the joint holders should be stated. The vote of the senior joint holder (according to the order in which the names stand in the register in respect of the holding) who tenders a vote in person or by proxy shall be accepted to the exclusion of the vote of the other joint holder(s).
 7. The 'Vote Withheld' option is to enable you to abstain on any particular resolution. Such a vote is not a vote in law and will not be counted in the votes 'For' and 'Against' a resolution.
 8. 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.
 9. Any alteration to this Form of Proxy must be initialled by the person in whose hand it is signed or executed.
 10. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual, which can be viewed at www.euroclear.com/CREST. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
 11. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent, SLC Registrars (ID 7RA01) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
 12. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
 13. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
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