

NATIONAL CARAVAN COUNCIL LIMITED (“the Company”)

General Meeting Proxy Form

[NAME AND ADDRESS OF SHAREHOLDER]

Before completing this form, please read the explanatory notes below.

I /We being a member of the Company appoint the Chairman of the meeting or (see note 3)

as my/our proxy to attend, speak and vote on my/our behalf at the General Meeting of the Company to be held on 14 January 2015 at 11:00 a.m. and at any adjournment of the meeting.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and 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 put before the meeting.

SPECIAL RESOLUTIONS	For	Against
<p>1. <i>THAT the articles of association of the Company be amended by deleting the present articles 19, 20, 21, 22, 23, 24, 25, 30, 55, 90, 91 and 125 and replacing them with the following new articles:</i></p> <p>19. <i>All members of the Board (other than the Director General) who have not been appointed by a decision of the Board shall be elected at an Extraordinary General Meeting of the Company as follows:</i></p> <p>20. <i>At every Extraordinary General Meeting any Director who has been appointed by the Board since the last Extraordinary General Meeting shall retire from office and may offer himself for election or re-election by the Members.</i></p> <p>21. <i>If the Company does not fill any vacancy</i></p>		

<p><i>left by a retiring Director at an Extraordinary General Meeting at which a Director retires (whether by rotation or otherwise) the retiring Director shall, if willing to act, be deemed to have been re-elected unless:</i></p> <p><i>(a) at an Extraordinary General Meeting it is resolved not to fill the vacancy; or</i></p> <p><i>(b) a resolution for the re-election of that Director is put to an Extraordinary General Meeting and lost.</i></p> <p><i>22. No person other than a Director retiring by rotation shall be elected as a Director at any general meeting unless he is recommended by the Board to an Extraordinary General Meeting.</i></p> <p><i>23. The Board shall have the power, upon any casual vacancy occurring in the office of Chairman or Vice-Chairman or if the number of Directors falls below any minimum number specified in these articles, to appoint any person who is willing to act in the required capacity and who would be eligible for election to such office at the next Extraordinary General Meeting to fill that vacancy.</i></p> <p><i>24. Each Sector Group strategic panel shall, upon any casual vacancy occurring in the membership of the Board which reduces the number of members of the Board who hold office by virtue of nominations made by that Sector Group strategic panel below the number for the time being fixed as appropriate to that Sector Group strategic panel, have the right to nominate for appointment to the Board any person who would be eligible for nomination by that Sector Group Strategic Panel for election at the next Board Meeting of the Company to fill that vacancy. The Board shall consider any such nomination, but may make such appointment as it may deem appropriate in its absolute discretion.</i></p> <p><i>25. For the purposes of these articles the expression "casual vacancy" shall be deemed to include the non-election of</i></p>		
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	<p>any person to office or membership of the Board at any Extraordinary General Meeting of the Company where no other person is elected to hold such office or membership in place of the first-nominated person.</p> <p>30. In the event of an appeal being received within the specified time limit, the Board shall then refer either the appeal to the next Extraordinary General Meeting, or may call an Extraordinary General Meeting to consider the appeal. At such General Meeting the Members shall consider the Board's decision to dismiss the Director, relying on the Director's appeal statement and any statement in reply (which must also be in writing of not more than 2,000 words) which the Board may wish to submit to the Members. The Members at the General Meeting will then vote as to whether to uphold or reject the Board's decision to dismiss the Director by means of a simple majority of those Members present and eligible to vote at the General Meeting. The decision of the Members shall be final.</p> <p>55. At the last meeting of the Board before any Extraordinary General Meeting in each year, the Board shall appoint from amongst its members a Chairman and a Vice-Chairman, who shall hold office from the close of the Extraordinary General Meeting until the close of the next Extraordinary General Meeting.</p> <p>90. Any general meeting of the Company shall be called an "Extraordinary General Meeting". The Board may call an Extraordinary General Meeting at any time.</p> <p>91. An Extraordinary General Meeting for the passing of a Special Resolution shall be called by giving all members not less than twenty-one (21) Clear Days' notice, and all other Extraordinary General Meetings shall be called by giving all members not less than fourteen (14) Clear Days' notice. Every notice shall be in writing and shall specify the date, time and place of the meeting and, in the case of special business, the general nature of such</p>		
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<i>business. Notices shall be given in the manner hereinafter prescribed to all members and to the auditors of the Company."</i>		
<i>2. THAT the Deputy Director-General be authorised to file a copy of the amended Articles of Association and a copy of this resolution with the Registrar of Companies within 14 days.</i>		

Signature	Date

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 a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.

2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. 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. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions.

4. To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

5. To appoint a proxy using this form, the form must be:

- Completed and signed;
- Sent or delivered to the Company at Catherine House, 74-76 Victoria Road, Aldershot, Hampshire GU11 1SS and
- Received by the Company no later than 5:00 p.m. on 7 January 2015.

6. In the case of a member which is a company, this proxy form must be signed on its behalf by an officer of the company or an attorney for the company.

7. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

8. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

9. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.

10. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.