

**BWA GROUP PLC**

**FORM OF PROXY**

For use at the Annual General Meeting of BWA Group Plc ("the Company") to be held at the offices of Bircham Dyson Bell LLP at 50 Broadway, London SW1H 0BL at 11.30 a.m. on 24 November 2014

I/We .....  
(Block Capitals please)

of ..... being  
a shareholder(s) of the above-named Company, appoint the Chairman of the Meeting or .....  
.....

for the following number of ordinary shares   
to act as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at the offices of Bircham Dyson Bell LLP at 50 Broadway, London SW1H 0BL at 11.30 a.m. on 24 November 2014 (see note 1 below) and at every adjournment thereof and to vote for me/us on my/our behalf as directed below.

Please indicate with an 'X' if this is one of multiple proxy instructions being given

Please indicate with an 'X' in the space below how you wish your vote to be cast. If no indication is given your proxy will vote for or against the resolution or abstain from voting as he thinks fit.

The proxy is directed to vote as follows:

Ordinary Resolutions	For	Against	Vote Withheld
1. To receive the audited Financial Statements for the year ended 30 April 2014			
2. To re-appoint Additions Chartered Accountants as the auditors of the Company and authorize the Directors to agree their remuneration			
3. To extend the period during which the Company is required to complete a material acquisition or investment and authorise the directors to continue to seek out potential acquisition and/or investment opportunities			
4. To authorise the Directors to allot shares pursuant to section 551 of the Companies Act 2006			
<b>Special Resolution</b>			
5. To disapply the pre-emption provisions of section 561(1) of the Companies Act 2006			

Signed ..... Dated ..... 2014

**Notes:**

- The notice of the meeting is enclosed with this Form of Proxy and is dated 23 October 2014.
- If any other proxy is preferred, strike out the words "Chairman of the Meeting" and add the name and address of the proxy you wish to appoint and initial the alteration. The proxy need not be a member.
- You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to anyone share. To appoint more than one proxy, (an) additional form(s) of proxy may be obtained by contacting the Company's registrars, Share Registrars Limited, Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey, GU9 7LL, tel. 01252 821390, fax. 01252 719232 Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given
- Any alterations to the form should be initialled.

5. If the appointer is a corporation this form must be completed under its common seal or under the hand of some officer or attorney duly authorised in writing.
6. The signature of any one of joint holders will be sufficient, but the names of all the joint holders should be stated.
7. To be valid, this form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power must reach the registrars of the Company, Share Registrars Limited, Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey, GU9 7LL not less than forty-eight hours (excluding non-business days) before the time appointed for holding the meeting or adjournment as the case may be.
8. The completion of this form will not preclude a member from attending the meeting and voting in person.

**Share Registrars Limited,  
Suite E, First Floor,  
9 Lion & Lamb Yard,  
Farnham,  
Surrey,  
GU9 7LL**