

## FORM OF PROXY

### UP GLOBAL SOURCING HOLDINGS PLC

*(a public limited company incorporated and registered in England and Wales, registered number 05432142)*

**For use at the Annual General Meeting of the members of UP Global Sourcing Holdings plc  
to be held at 2.00pm on 15 December 2017 at Manor Mill, Victoria Street  
Chadderton, Oldham OL9 0DD**

**Before completing this form, please read the explanatory notes below and the Notice of the Annual General Meeting**

I/We ..... being (a) holder(s) of ordinary shares of 0.25 pence each in the capital of UP Global Sourcing Holdings plc (**Company**), hereby appoint the Chairman of the meeting or (see note (1))..... as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held on **15 December 2017 at 2.00pm** and at any adjournment thereof. I/We direct the proxy to vote on the resolutions as follows (see notes (2) and (3)):

ORDINARY RESOLUTIONS	For	Against	Withheld
1. To receive, approve and adopt the audited accounts of the Group and the Company for the year ended 31 July 2017 together with the Directors' and auditor's reports thereon.			
2. To receive and approve the annual statement by the chairman of the Remuneration Committee and the Directors' Remuneration Report (set out on pages 50 to 52 and 70 to 81 of the Annual Report and Accounts for the year ended 31 July 2017 respectively).			
3. To approve the Directors' Remuneration Policy set out on pages 53 to 70 of the Company's Annual Report and Accounts for the year ended 31 July 2017.			
4. To declare a final dividend of 3.495 pence per ordinary share of 0.25 pence in the capital of the Company for the year ended 31 July 2017.			
5. To re-elect James John McCarthy as a director of the Company.			
6. To re-elect Simon Adom Showman as a director of the Company.			
7. To re-elect Andrew John Gossage as a director of the Company.			
8. To re-elect Graham Philip Screawn as a director of the Company.			
9. To re-elect Alan Rigby as a director of the Company.			
10. To re-elect Robbie Ian Bell as a director of the Company.			
11. To re-elect Barry Eric Franks as a director of the Company.			
12. To re-appoint BDO LLP as the Company's auditor.			
13. To authorise the Audit Committee of the Board to determine the auditor's remuneration.			
14. To approve the rules of and authorise the directors to adopt the Performance Share Plan.			

15. To authorise the directors to allot shares in the capital of the Company.			
<b>SPECIAL RESOLUTIONS</b>	<b>For</b>	<b>Against</b>	<b>Withheld</b>
16. To generally disapply pre-emption rights in relation to the allotment of shares in the capital of the Company			
17. To authorise the Company to be able to buy back shares in the capital of the Company			

Please indicate how you wish to vote with a cross in the appropriate box. If no indication is given, your proxy will be deemed to have the authority to vote or abstain at his/her discretion.

Please tick here if appointing more than one proxy:	
Please indicate the number of shares in relation to which your proxy is authorised or leave blank to authorise your proxy to act in relation to your full voting entitlement:	

Signature.....Date.....2017

**Notes to the proxy form**

1. If you wish to appoint a proxy other than the Chairman, please add his or her name in the blank space provided, delete the words "the Chairman of the meeting or" and initial the alteration. A proxy need not be a member of the Company but must attend the meeting in person to represent you. If you wish your proxy to speak on your behalf at the meeting, you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
2. To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". Unless you indicate otherwise, your proxy may vote or abstain from voting as he/she thinks fit.
3. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint any more than one proxy to exercise rights attached to the same share(s). To appoint more than one proxy, you should photocopy the Proxy Form. On each Proxy Form, please indicate in the box next to the proxy holder's name the number of shares in relation to which you authorise them to act as your proxy. The total number of shares entered on all the Proxy Forms you submit must not exceed the number of shares you hold in the Company. Please also indicate, by marking the relevant box, if the proxy instruction is one of multiple instructions being given. To be valid, all Proxy Forms and additional Proxy Forms must be signed and returned to Equiniti Limited, Aspect House, Spencer Road, Lancing BN99 6DA by post or by hand so as to be received no later than 2.00pm on 13 December 2017. Where multiple Proxy Forms are completed, they should be returned together in the same envelope if possible.
4. If no number of shares is entered, the proxy will be authorised to act on your behalf in relation to your entire shareholding in the Company.
5. The vote 'Withheld' option is provided to enable you to abstain on any particular resolution. It should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of votes 'For' or 'Against' a resolution. If no voting indication is given, your proxy may vote or abstain from voting at his/her discretion.
6. A Proxy Form for a body corporate must be either signed by a duly authorised officer or attorney of such body or executed under its common seal. If this Proxy Form is signed under a power of attorney or other authority, that power of attorney or other authority (or a certified copy thereof) must be provided with the signed Proxy Form.
7. Only one of the joint holders need sign the Proxy Form. If more than one joint holder tenders a vote in person or by proxy, the vote of the person whose name stands first in the register will be accepted to the exclusion of the votes of the other joint holder(s).
8. Completion of this Proxy Form will not preclude you from attending and voting in person at the meeting should you so wish.