

ATTENDANCE CARD
Marshall Motor Holdings plc – Annual General Meeting



Notes

- 1 As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights at the AGM. To appoint as a proxy a person other than the Chairman of the meeting, insert the full name in the space provided. 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. A proxy need not be a member of the Company.
- 2 Unless otherwise indicated, the proxy will vote as the proxy thinks fit or, at the proxy's discretion, abstain from voting. A proxy may vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting.
- 3 The Form of Proxy below must arrive no later than 48 hours before the time set for the meeting or any adjourned meeting at PXS 1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF.
- 4 If you prefer, you may return the Proxy Form to the Registrar in an envelope addressed to FREEPOST CAPITA PXS.
- 5 A corporation may appoint more than one corporate representative provided that it does not do so in relation to the same shares. A corporation must execute the Form of Proxy under either its common seal or the hand of a duly authorised officer or attorney.
- 6 Any power of attorney (or other authority if any) under which a proxy form is signed (or a notarially certified or office copy thereof) must be included with the Proxy Form or lodged with the Company's Registrars not later than 48 hours before the time set for the meeting or any adjourned meeting.
- 7 The Form of Proxy is for use in respect of the shareholder account specified above only and should not be amended or submitted in respect of a different account.
- 8 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.
- 9 Shares held in uncertified form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST Manual.
- 10 You may not use any electronic address provided in this card or the Proxy Form for any purpose other than those expressly stated.
- 11 Please refer to the Notice of Annual General Meeting for further information.

FAILURE TO BRING THIS CARD MAY DELAY YOUR ENTRANCE

To be held at **Airport House, the Airport, Cambridge CB5 8RY on Tuesday 24 May 2016 at 11 am.**
If you wish to attend this meeting in your capacity as a holder of ordinary shares, please sign this card and on arrival hand it to the Company's Registrars. This will facilitate entry to the meeting.

Signature of person attending

Barcode:

Investor Code:



FORM OF PROXY
Marshall Motor Holdings plc – Annual General Meeting

Bar Code:

Investor Code:

I/We HEREBY APPOINT the Chairman of the Annual General Meeting or

Event Code:

Name of Proxy:

Number of shares proxy is appointed over:

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as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held at 11 am on Tuesday 24 May 2016 and at any adjournment thereof. I have indicated with an 'X' how I/we wish my/our votes to be cast on the following resolutions:

RESOLUTIONS

Please mark 'X' to indicate how you wish to vote.

Ordinary resolutions

- | | | | | |
|---|--|-------------------------------------|-------------------------------------|-------------------------------------|
| | | For | Against | Vote Withheld |
| 1 | To receive the audited accounts for the year ended 31 December 2015. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 2 | To declare a final dividend of 2.40p per share. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 3 | To re-appoint Alan Ferguson as a Director. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 4 | To re-appoint Sarah Dickens as a Director. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 5 | To re-appoint Francesca Ecsery as a Director. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 6 | To re-appoint Christopher Sawyer as a Director. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 7 | To re-appoint Mark Raban as a Director. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |

RESOLUTIONS

Please mark 'X' to indicate how you wish to vote.

- | | | | | |
|---|---|-------------------------------------|-------------------------------------|-------------------------------------|
| | | For | Against | Vote Withheld |
| 8 | To re-appoint Ernst & Young LLP as Auditors. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 9 | To authorise the Directors to agree the Auditors' remuneration. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |

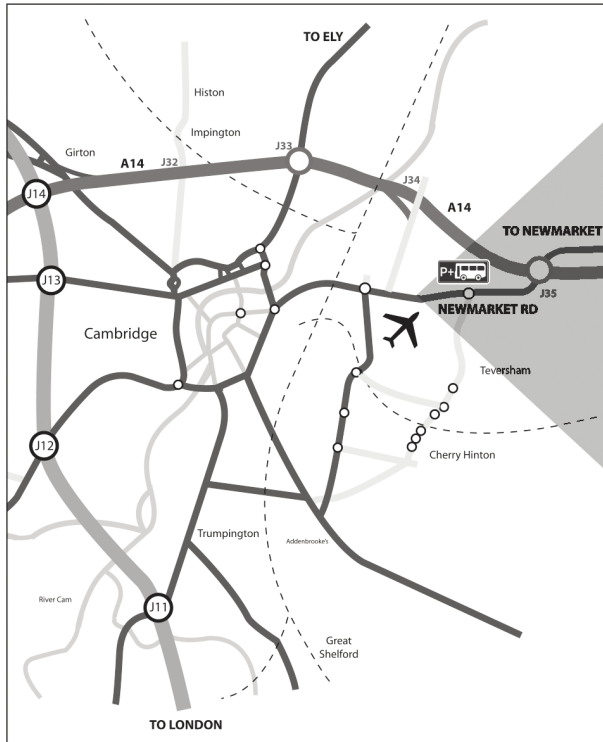
Signature

Date

Directions to Marshall Cambridge



Marshall Motor Holdings plc
The Airport Cambridge CB5 8RY



Please report to
visitors reception



Business Reply Plus
Licence Number
RLUB-TBUX-EGUC



PXS 1
34 Beckenham Road
BECKENHAM
BR3 4ZF