

**BRITISH AUTOMOBILE RACING CLUB LIMITED (Company)**  
**Extraordinary General Meeting**  
**Proxy Form**

Membership number: \_\_\_\_\_

Name of member: \_\_\_\_\_

Address: \_\_\_\_\_

**Before completing this form, please read the explanatory notes at the end of this form.**

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

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as my/our proxy to attend, speak and vote on my/our behalf at the Extraordinary General Meeting of the Company to be held in the MALL ROOM of the Royal Automobile Club, 89 Pall Mall, London SW1Y 5HS on Tuesday 28<sup>th</sup> February 2017 at 5:00 pm and at any adjournment of the meeting.

I/We direct my/our proxy to vote on the following resolution 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 properly put before the meeting.

<b>SPECIAL RESOLUTION</b>	<b>For</b>	<b>Against</b>
THAT the draft articles of association produced to the meeting be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.		

<b>Signature</b>	<b>Date</b>

## 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 his or her 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 he or she attends the meeting and is aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give that person the relevant instructions directly.

4. To direct your proxy how to vote on the resolution 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 for the attention of Drew Furlong at BARC Ltd, Thruxton Circuit, Andover SP11 8PN; and
- Received by the Company no later than 5.00 pm on Friday 24<sup>th</sup> February 2017.

6. 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.

7. To change your proxy instructions simply submit a new proxy appointment in accordance with note 5. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

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.

8. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to BARC Ltd, Thruxton Circuit, Andover SP11 8PN for the attention of Drew Furlong. In the case of a member which is a company, the revocation notice must be executed under its

common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by the Company no later than 5.00 pm on Friday 24<sup>th</sup> February 2017.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

9. 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.