

**Annual General Meeting  
to be held on Thursday 1 December 2016 at Panmure Gordon, One New Change, London, EC4M 9AF**

I/We, the undersigned, being a member/members of The Brighton Pier Group PLC, appoint the Chairman of the meeting or

as my/our Proxy to exercise all or any of my/our rights to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held on Thursday 1 December 2016 at Panmure Gordon, One New Change, London, EC4M 9AF and at any adjournment of it.

I/We instruct my/our Proxy to vote on a show of hands or on a poll in the manner shown below on each such resolution.

Please tick here if this Proxy appointment is one of multiple appointments:

Number of shares in respect of which the Proxy is appointed:

Please indicate your vote by marking the appropriate boxes in black or blue ink like this:

**Ordinary Resolutions**

|   | For                      | Against                  | Vote Withheld            |
|---|--------------------------|--------------------------|--------------------------|
| 1. To receive the Directors' Report and Accounts for the 52 week period ended June 2016 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To approve the Directors' Remuneration Report  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To re-elect Anne Martin as a Director  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To re-elect Joseph Tager as a Director   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To re-appoint Grant Thornton UK LLP as auditors                                      | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. To authorise the Audit Committee to agree the auditors' remuneration                 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. Authority to allot shares  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

**Special Resolutions**

|                                   | For                      | Against                  | Vote Withheld            |
|-----------------------------------|--------------------------|--------------------------|--------------------------|
| 8. To disapply pre-emption rights | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Please indicate if you are not intending to attend the AGM

This card should not be used for any comments, change of address or other queries. Please send separate instruction.

**Name of member**

Signature

Date

/ /

## Notes for the completion of Proxy Form

1. If you will not be attending the Annual General Meeting, or may not do so, you can appoint another person (a "Proxy") to exercise all or any of your rights to attend, speak and vote at the meeting on your behalf. Completing this Proxy Form does not prevent you from attending and voting in person.
2. If you wish to appoint a person other than the Chairman as your Proxy, please insert the full name of the Proxy (in block capitals) in the space provided and delete the words "the Chairman of the meeting or". A Proxy need not be a member of the Company. If the Proxy is being appointed in relation to less than your full voting entitlement, please enter in the box provided the number of shares in relation to which they are authorised to act as your Proxy. If left blank your Proxy will be deemed to be authorised in respect of your full voting entitlement (or if this Proxy Form has been issued in respect of a designated account for a member, the full voting entitlement for that designated account).
3. You may appoint more than one Proxy provided that each Proxy is appointed to exercise the rights attached to a different share or shares held by you. Please indicate in the box provided if the Proxy appointment is one of multiple appointments being given. If you wish to appoint more than one Proxy, each Proxy must be appointed on a separate Proxy Form and please enter in the box provided the number of shares in respect of which the Proxy is appointed. Additional Forms of Proxy may be obtained from Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA. Alternatively, you may photocopy the enclosed Proxy Form the required number of times before completing it. All Forms of Proxy must be signed and returned together in the same envelope.
4. Unless you give specific instructions on how to vote on a particular resolution, your Proxy may vote as he or she thinks fit on any motion to amend a resolution or to adjourn the meeting, or any other resolution, motion or vote proposed at the meeting.
5. The "vote withheld" option is provided to enable you to abstain on any particular resolution. However it should be noted that a "vote withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" a resolution.
6. To be valid, this Proxy, together with any power of attorney under which it is signed or a duly certified copy thereof, should reach the office of the Company's Registrar, Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, by 11.30a.m. on Tuesday 29th November 2016. In the UK, postage on the Proxy Form is pre-paid. UK members may, if they prefer, return the Proxy Form in an envelope, free of charge, to FREEPOST RTHJ-CLLL-KBKU, Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA. Outside the UK, the appropriate postage must be paid.
7. **Proxy appointment and instructions, however submitted, must be received by Equiniti Limited by 11.30 a.m. Tuesday 29 November 2016.**
8. If the member is a corporation, the Proxy should be given under the common seal or under the hand of an officer or attorney duly authorised in writing.
9. In the case of joint holders, any joint holder may sign this Proxy Form, but the vote of the person whose name appears first in the register of members in respect of the holding or his Proxy will be accepted to the exclusion of the votes of other joint holders or their proxies.
10. Any amendments to this Proxy Form must be initialled.
11. All enquiries concerning this form should be directed to the Company's Registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA.