



ACTION HOTELS

# ACTION HOTELS PLC

(the "Company")

## FORM OF PROXY

Before completing this form, please read the explanatory notes below.

I/we am/are a member(s) of the Company, entitled to attend and vote at an Extraordinary General Meeting of the Company. I/we appoint the person named below, or failing him/her the chairman of the Extraordinary General Meeting, as my/our proxy to vote on my/our behalf at the Extraordinary General Meeting of the Company to be held at the following place and time, and at any adjournment thereof:

Name of member(s): \_\_\_\_\_

Name of proxy: \_\_\_\_\_

Place of meeting: The offices of finnCap Limited, 60 New Broad Street, London, EC2M 1JJ

Time and date of meeting: 10.00 a.m. on 15 September 2014

I/We direct my/our proxy to vote on the following resolutions 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/her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he/she thinks fit in relation to any other matter which is properly put before the meeting.

| Ordinary Resolution   | FOR | AGAINST | VOTE WITHHELD |
|---|-----|---------|---------------|
| 1 To replace Deloitte LLP with PricewaterhouseCoopers LLP as auditors to the Company. |     |         |               |

Signature(s): \_\_\_\_\_ Date: \_\_\_\_\_ 2014

### Notes to the proxy form:

- 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.
- 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.
- 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 their 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 they attend the meeting and are 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 them the relevant instructions directly.
- 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 any one share. To appoint more than one proxy, you must complete a separate proxy form for each proxy and specify against the proxy's name the number of shares over which the proxy has rights. If you are in any doubt as to the procedure to be followed for the purpose of appointing more than one proxy you must contact Computershare Investor Services plc at the address specified below. If you fail to specify the number of shares to which each proxy relates, or specify a number of shares greater than that held by you on the record date, proxy appointments will be invalid.
- To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". If no voting indication is given, your proxy will vote or abstain from voting at his/her discretion. Your proxy will vote (or abstain from voting) as he/she thinks fit in relation to any other matter which is put before the meeting.
- The "Vote Withheld" option is provided to enable you to abstain. 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.
- To appoint a proxy using this form, the form must be:
  - completed and signed;
  - sent or delivered to Computershare Investor Services plc, The Pavilions, Bridgewater Road, Bristol BS99 6ZY; and
  - received by the company no later than 10.00 a.m. on 12 September 2014 or 48 hours before the time fixed for any adjourned meeting.
- In the case of a member which is a company, this proxy form 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 this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
- In the case of joint holders of shares, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder (being the first named holder in respect of the shares in the company's register of members) will be accepted.
- 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.

**PLEASE INSERT INTO PRE-PAID ENVELOPE SUPPLIED**