

**AFH FINANCIAL GROUP PLC**  
**(the "Company")**

**Annual General Meeting**

**Form of Proxy**

**Before completing this form, please read the explanatory notes overleaf**

I/We (insert name in full in block capitals) ..... being a member/members of AFH Financial Group plc hereby appoint the Chairman of the meeting or (see note 1 below)

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as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held at 11:00 a.m. on 3 March 2016 at AFH House, Buntsford Drive, Stoke Heath, Bromsgrove B60 4JE and at any adjournment of the meeting.

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 withhold 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 (including any motion to amend any resolution or to adjourn the Annual General Meeting).

	RESOLUTIONS	For	Against	Vote withheld
<b>1.</b>	To receive the Accounts and Reports of the Directors and of the Auditors for the year ended 31 October 2015			
<b>2.</b>	To re-elect Austin Broad who is retiring for re-election pursuant to Article 24.3			
<b>3.</b>	To re-elect Alexis James who is retiring for re-election pursuant to Article 24.3			
<b>4.</b>	To re-elect Paul Wright who is retiring for re-election pursuant to Article 24.4			
<b>5.</b>	To re-elect Susan Lewis who is retiring for re-election pursuant to Article 24.4			
<b>6.</b>	To re-appoint Baldwins (Stourbridge) Limited as Auditors of the Company and to authorise the directors to fix their remuneration.			
<b>7.</b>	To authorise the directors of the Company to allot ordinary shares pursuant to section 551 of the Companies Act 2006			
<b>8.</b>	To dis-apply pre-emption rights in respect of the allotment of shares pursuant to section 560 of the Companies Act 2006			
<b>9.</b>	To authorise the directors of the Company to make one or more purchases of ordinary shares pursuant to section 701 of the Companies Act 2006			

**PLEASE SIGN WHERE INDICATED AND THEN COMPLETE THE REQUESTED DETAILS BELOW IN BLOCK CAPITALS**

Dated ..... 2016

**Signature of shareholder or common seal/signature of duly authorised officer/attorney of corporate shareholder**

.....  
Print name of signatory

.....  
Print name of shareholder where signed on behalf of a shareholder

**Explanatory Notes to the Form of Proxy**

- A shareholder entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend, speak and vote instead of that shareholder. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share held by the appointing shareholder. A shareholder may not appoint more than one proxy to exercise rights attached to any one share.
- To be effective, this Form of Proxy and the power of attorney or other authority, if any, under which it is signed must be lodged with the Company's registrars, SLC Registrars whose address is Ashley Park House 42-50 Hershams Road Walton-on-Thames Surrey KT12 1RZ, not later than 11.00 a.m. on 1 March 2016 being 48 hours (not including any day or part of a day that is not a working day) before the meeting. In the case of a corporation, this proxy must be executed under its common seal or under the hand of any officer or attorney duly authorised.
- In the case of joint holders, the signature of any one holder will be sufficient, but the names of all the joint holders should be stated and the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding, the first name being the most senior.
- If you wish to appoint as your proxy someone other than the Chairman of the meeting, delete the words "the Chairman of the meeting" and insert the name of your chosen proxy in the space provided in the first box. If the proxy is being appointed in relation to part of your holding only, please enter in the box next to the proxy's name the number of shares in relation to which they are authorised to act as your proxy. If this box is left blank, they will be authorised in respect of your full voting entitlement. A proxy need not be a member of the Company.
- To appoint more than one proxy, (an) additional Form of Proxy(s) may be obtained by contacting the Company's registrar, SLC Registrars, on 01372 467308 (standard geographic charges apply) or you may copy this form, or download a copy from the Company's website [www.afhfinancialgroup.com](http://www.afhfinancialgroup.com). Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Multiple proxy appointments should be returned together in the same envelope.
- Any alteration should be initiated by the person signing this proxy.
- Please indicate with an "X" in the appropriate boxes how you wish your votes on the resolutions to be cast. Unless otherwise instructed, your proxy may vote or withhold from voting as he/she thinks fit. The "Vote withheld" option is to enable you to withhold your vote on any particular resolution. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or withhold from voting at his/her discretion.
- You can only appoint a proxy using the procedures set out in these notes and the notes to the Notice of Annual General Meeting. Completion and return of the Form of Proxy enclosed herewith will not prevent a shareholder from attending and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated. 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.
- To have the right to attend, speak and vote (and also for the purpose of calculating how many votes a person may cast), a person must have his/her name entered on the Register of Members of the Company by no later than 6.00 p.m. on 18 March 2016 or, in the event that the meeting is adjourned, 48 hours prior to the date of the adjourned meeting. Changes to entries on the Register of Members after this time shall be disregarded in determining the rights of any person to attend, speak or vote at the meeting.
- You may not use any electronic address provided in this Form of Proxy to communicate with the Company for any purposes other than those expressly stated.

Business Reply  
Licence Number  
RTRX-AHUC-KUBB



SLC REGISTRARS  
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Walton-on-Thames  
Surrey  
KT12 1RZ