

Please bring this card with you to the Meeting and present it at Shareholder registration/accreditation.

The Chairman of Tawa plc invites you to attend the General Meeting of the Company to be held at the **offices of DLA Piper UK LLP, 3 Noble Street, London, EC2V 7EE** on **10 January 2014 at 10.00 a.m.**

Please detach this portion before posting the proxy form.



Form of Proxy - General meeting to be held on 10 January 2014

To be effective, all proxy appointments must be lodged with the Company's Registrars at: **Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, by 8 January 2014 at 10.00 a.m.**

Explanatory Notes:

- Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0870 707 1627 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided 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.
- The 'Vote Withheld' option overleaf 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.
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- The above is how your address appears on the register of members. If this information is incorrect please ring the Registrar's helpline on 0870 707 1627 to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service.
- Any alterations made to this form should be initialled.
- The completion and return of this form will not preclude a member from attending the meeting and voting in person. If you appoint a Proxy and attend the meeting in person, your Proxy appointment will automatically be terminated.
- In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
- To change your proxy instructions simply submit a new proxy appointment using the methods set out above. 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.

Where you have appointed a proxy and would like to change the instructions please contact Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY.

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.

- In order to revoke a proxy instruction you will need to inform the Company using the following method:

By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY. 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 Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY no later than 10.00 a.m. on 10 January 2014.

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

Kindly note: This form is issued only to the addressee(s) printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

All Named Holders

Poll Card

To be completed **only** at the General Meeting if a Poll is called

Special Resolutions	For	Against	Vote Withheld
1. To approve the reduction of capital of the Company, subject to the confirmation of the High Court of England and Wales.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To authorise the Company to make off-market purchases.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary Resolution			
3. To approve the declaration of the dividend in specie, subject to the passing of resolution 1.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolution			
4. To approve the change of name of the Company to Pro Insurance Solutions plc, subject to the passing of resolutions 1 and 3.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

In the case of a Corporation, a letter of representation will be required (in accordance with s323 of the Companies Act 2006) unless this has already been lodged at registration.

Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chairman. Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).

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I/We hereby appoint the Chairman of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the General Meeting of Tawa plc to be held at the **offices of DLA Piper UK LLP, 3 Noble Street, London, EC2V 7EE on 10 January 2014 at 10.00 a.m.**, and at any adjourned meeting.

*For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please mark here to indicate this this proxy appointment is one of multiple appointments being made.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



Special Resolutions

	For	Against	Vote Withheld
1. To approve the reduction of capital of the Company, subject to the confirmation of the High Court of England and Wales.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To authorise the Company to make off-market purchases.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Ordinary Resolution

3. To approve the declaration of the dividend in specie, subject to the passing of resolution 1.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Special Resolution

4. To approve the change of name of the Company to Pro Insurance Solutions plc, subject to the passing of resolutions 1 and 3.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

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Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary)