

Notes

1. The purpose of ordinary resolution number 1 is to approve the waiver of any requirement under Rule 9 of the City Code on Takeovers and Mergers (the "Code") on the members of the Concert Party (as defined in the Circular accompanying this form of proxy) to make a mandatory general offer to the shareholders of the Company. In accordance with the requirements of the Code, no member of the Concert Party will be voting, in respect of such ordinary resolution, its interest in the ordinary shares in the capital of the Company held by it. The vote in respect of ordinary resolution number 1 will be held by means of a poll.
2. If you will not be attending the 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 form of proxy does not prevent you from attending and voting in person.
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 form of proxy and please enter in the box provided the number of shares in respect of which the proxy is appointed. You may photocopy this form of proxy the required number of times before completing it. All forms of proxy must be signed and returned together in the same envelope.
4. Please indicate by a cross in the appropriate box opposite each resolution how you wish your proxy to vote. The 'vote withheld' option is provided to enable you to abstain on any particular resolution. 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. If you select "Discretionary" or fail to select any of the options, your proxy can vote as he or she chooses or can decide not to vote. Your proxy can also do this on any other resolution that is put to the meeting. Subject to any specific voting directions on how to vote on a particular resolution, your proxy will exercise his/her discretion as how to vote, or whether to abstain from voting on the above resolutions, to adjourn the meeting and on any other business that may properly come before the meeting.
5. Delete the words "the Chairman of the Meeting or" if it is desired to appoint any person other than the Chairman as your proxy and insert the full name and address of your proxy (in block capitals) in the space provided. 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).
6. To be valid this form of proxy, together with any power of attorney under which it is signed or a duly certified copy thereof, must be received by the Company's Registrar (Capita Asset Services PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4TU) not later than 9.00 a.m. on 6 July 2016.
7. In the case of a Corporation, the form of proxy should be given under its common seal or under the hand of an officer or attorney duly authorised in writing. The power of attorney or a duly certified copy thereof must be deposited with the form of proxy with the Company's Registrar within the period stated above.
8. In the case of a joint holding, any one of several joint holders may sign this form of proxy. The vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes, whether in person or by proxy, of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the Company's register of members.
9. Under Regulation 41 of the Uncertified Securities Regulations 2001, only those shareholders whose names are on the register of members of the Company as at close of business on 6 July 2016 or, if the meeting is adjourned, shareholders entered on the Company's register of members not later than 48 hours (excluding any part of a day which is not a working day) before the time fixed for the adjourned meeting are entitled to attend and vote at the meeting in respect of the shares registered in their names at that time. Subsequent changes to the register shall be disregarded in determining the rights of any person to attend or vote at the meeting.
10. Unless you give specific instruction 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 on any other resolution proposed at the meeting.
11. Any amendments to this form of proxy must be initialled.
12. All enquiries concerning this form should be directed to the Company's Registrar.

Form of Proxy (unaudited) Hornby Plc (the 'Company')

General Meeting to be held on 8 July 2016 at 9.00 a.m. at the offices of the Company's solicitors, Berwin Leighton Paisner LLP, at Adelaide House, London Bridge, London, EC4R 9HA.

I/We (in BLOCK CAPITALS please)

being a holder/holders of ordinary shares of 1 pence each in the share capital of the Company ("Ordinary Shares") hereby 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 General Meeting of the Company to be held on 8 July 2016 at 9.00 a.m. 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 instructions being given and, if so, the number of Ordinary Shares to which the proxy has authority to vote. _____ Ordinary Shares

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



Ordinary Resolutions

| | FOR | AGAINST | VOTE WITHHELD | DISCRETIONARY |
|---|--------------------------|--------------------------|--------------------------|--------------------------|
| No 1 To approve the Waiver (see Note 1). | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| No 2 To allot shares in connection with the Placing and Open Offer. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Special Resolution

| | | | | |
|---|--------------------------|--------------------------|--------------------------|--------------------------|
| No 3 To disapply pre-emption rights in respect of equity securities allotted in connection with the Placing and Open Offer. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|---|--------------------------|--------------------------|--------------------------|--------------------------|

Please indicate if you are not intending to attend the General Meeting.

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

Signature _____ Date ____/____/2016

Business Reply Plus
Licence Number
RLUB-TBUX-EGUC



PXS 1
34 Beckenham Road
BECKENHAM
BR3 4TU