

**John Lewis of Hungerford plc (the "Company")**  
**Annual General Meeting**  
**Form of Proxy**

I/We,.....  
of .....  
being (a) member(s) of the above named Company,

hereby appoint the Chairman of the meeting or (see note 1 below) .....  
of .....

as my/our proxy to exercise all or any of my/our rights to attend, speak and on a poll to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at the Company's offices at Grove Technology Park, Downsview Road, Wantage, Oxon, OX12 9FA at 4.00 pm on Monday 23rd January 2012 and at any adjournment thereof. My/our proxy is directed to vote on the following resolutions at the Annual General Meeting (and any adjournment thereof), as indicated by an "X" in the appropriate box below and on any other resolutions as he thinks fit.

Please indicate with an "X" in the appropriate box how you wish your vote to be cast. If this form is returned without any indication as to how the proxy should vote in relation to the resolutions summarised below and set out in the Notice of Annual General Meeting, the proxy may vote or abstain at his/her discretion

<b>Ordinary resolutions</b>	For	Against	Vote Withheld	Discretionary
1. To receive, consider and adopt the Company's annual accounts for the financial year ended 31 August 2011 together with the Directors' report and auditors' report thereon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-appoint Hill Wooldridge & Co. Limited as auditor to the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to determine their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect John Lewis as a Director who retires from the Board and who, being eligible, offers himself for re-election.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To generally and unconditionally authorise the Directors to allot relevant securities pursuant to section 551 of the Companies Act 2006 ("the Act").	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

<b>Special resolutions</b>	For	Against	Vote Withheld	Discretionary
5. To authorise the Directors pursuant to section 570 of the Act to allot equity securities in certain circumstances as if section 561(1) of the Act did not apply.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To generally and unconditionally authorise the Company to make market purchases of up to a maximum of 28,011,827, ordinary shares of 0.1 pence each.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Enter the number of shares in relation to which your proxy is authorised to vote or leave blank to authorise your proxy to act in relation to your full entitlement.

Please also tick this box if appointing more than one proxy.

**Please sign your form(s) and return in a sealed envelope addressed to FREEPOST RSBH-UXKS-LRBC, PXS, The Registry, 34 Beckenham Road, Beckenham, BR3 4TU.**

**Notes**

- To appoint as a proxy a person other than the Chairman of the meeting insert the full name in the space provided. A proxy need not be a member of the Company. You can also appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by you. The following options are available:
  - To appoint the **Chairman** as your **sole proxy** in respect of all your shares, simply fill in any voting instructions in the appropriate box and sign and date the Form of
  - To appoint a **person other than the Chairman as your sole proxy** in respect of all your shares, delete the words 'the Chairman of the meeting (or)' and insert the name of your proxy in the spaces provided. Then fill in any voting instructions in the appropriate box and sign and date the Form of Proxy.
  - To appoint **more than one proxy**, you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. If you wish to appoint the Chairman as one of your multiple proxies, simply write 'the Chairman of the Meeting'. All forms must be signed and should be returned together in the same envelope.
- Unless otherwise indicated the proxy will vote as he thinks fit or, at his discretion, abstain from voting.
- The Form of Proxy below must arrive at Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU during usual business hours accompanied by any Power of attorney under which it is executed (if applicable) no later than 48 hours before the time set for the meeting.
- A corporation must execute the Form of Proxy under either its common seal or the hand of a duly authorised officer or attorney.
- In the case of joint holders, the signature of any one holder will be sufficient, but the names of the joint holders should be stated. The vote of the senior joint holder (according to the order in which the names stand in the register in respect of the holding) who tenders a vote in person or by proxy shall be accepted to the exclusion of the vote of the other joint holder(s).
- The Form of Proxy is for use in respect of the shareholder account specified above only and should not be amended or submitted in respect of a different account.
- The 'Vote Withheld' option is to enable you to abstain on any particular resolution. Such a vote is not a vote in law and will not be counted in the votes 'For' and 'Against' a resolution.
- Completion and return of the Form of Proxy will not preclude you from attending and voting in person at the Meeting should you subsequently decide to do so.
- Please sign your proxy form and return it in a sealed envelope addressed to FREEPOST RSBH-UXKS-LRBC, PXS, The Registry, 34 Beckenham Road, Beckenham, BR3 4TU.**

Dated ..... Signed.....