

CARR'S MILLING INDUSTRIES PLC

FORM OF PROXY

I/We
 Please insert full names and address
 BLOCK CAPITALS PLEASE
 of

being a member/members of the above named Company in the amount of (shares)
 hereby appoint
 or failing him/her, Chairman, whom failing Tim Davies (both being Directors of the Company) as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of the Company to be held at the Crown Hotel, Wetheral, Carlisle at 11.30 am on the 14 January 2014 and at any adjournment thereof. I/We hereby authorise and instruct my/our said proxy to vote, as indicated by a tick in the boxes below on the resolutions to be proposed at such Meeting.

Please date Dated this2013

Please sign Signed

ORDINARY BUSINESS	FOR	AGAINST	ABSTAIN
No. 1 To receive the Company's annual accounts for the period ended 31 August 2013 together with the Directors' and Auditor's report thereon			
No. 2 To declare a final dividend of 16.5p per share			
No. 3 To re-elect A R Heygate who retires in accordance with best practice under the UK Corporate Governance Code 2010			
No. 4 To re-elect A G M Wannop who retires by rotation			
No. 5 To re-elect C N C Holmes			
No. 6 To elect T J Davies			
No. 7 To elect N Austin			
No. 8 To re-appoint PricewaterhouseCoopers LLP as Auditors			
No. 9 To authorise the Audit Committee of the Board to determine the remuneration of the auditors			
No. 10 To approve the Directors' Remuneration Report for the period ended 31 August 2013			
SPECIAL BUSINESS			
No. 11 To authorise the Directors to allot securities			
No. 12 To authorise the Directors to allot securities other than on a pre-emptive basis			
No. 13 To authorise the Company to purchase its own shares			

No. 14	To authorise the Company to call a general meeting on not less than 14 days' notice			
No. 15	To authorise the Company to change the name of the Company to Carr's plc			

NOTES:

- 1 A proxy need not be a member of the Company. Appointing a proxy will not preclude you from personally attending and voting at the meeting (in substitution for your proxy vote) if you subsequently decide to do so. If no name is entered on this form, the return of this form, duly signed, will authorise the chairman of the meeting to act as your proxy.
- 2 You may appoint more than one proxy provided that each proxy is appointed to exercise the 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, please return a separate form in relation to each proxy, clearly indicating next to the name of each proxy the number and class of shares in respect of which he is appointed. If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence.
- 3 To direct your proxy how to vote on the resolutions, please mark the appropriate box next to each resolution with an "✓". If no voting instruction is given, your proxy will vote or abstain from voting as he sees fit in his absolute discretion in relation to each resolution and any other matter which is put before the Meeting.
- 4 In the case of:
 - 4.1 an individual, this proxy form must be signed by the relevant member appointing the proxy or a duly appointed attorney on behalf of such member; and
 - 4.2 a corporation, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or a duly appointed attorney for the company.
- 5 To appoint a proxy using this form, the form must be:
 - 5.1 completed and signed;
 - 5.2 sent or delivered to the registered office of the Company, Old Croft, Stanwix, Carlisle, CA3 9BA; and
 - 5.3 received by the Company by no later than 48 hours before the time appointed for the Meeting, or adjourned meeting, at which it is to be used.
- 6 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.
- 7 Any alteration to this proxy form must be initialled by the person in whose hand it is signed or executed.
- 8 If, after returning a duly completed proxy form, you wish to revoke your proxy appointment you must sign and date a notice clearly stating your intention to revoke that proxy appointment and deposit it at the registered office of the Company before the time appointed for the Meeting.
- 9 In the case of joint holders:
 - 9.1 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; and
 - 9.2 the vote of the most senior holder who tenders a vote (whether in person or by proxy) shall be accepted to the exclusion of the votes of all other joint holders. 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).
- 10 As permitted by regulation 41 of the Uncertificated Securities Regulations 2001, only those persons whose names are entered on the register of members of the Company at 11.30 a.m. on 13 January 2014 shall be entitled to attend and vote in respect of the number of shares registered in their names at that time. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and/or vote at the meeting.