

YouGov plc (the "Company")

Form of Proxy

for the Annual General Meeting of the Company to be held on Wednesday 7 December 2016 at 8.30am
(Please use block capitals)

I/We _____

Of _____

Being (a) member(s) of the above named Company hereby appoint the Chairman of the Meeting or

[""] as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Wednesday 7 December 2016 at 50 Featherstone Street, London EC1Y 8RT and at any adjournment thereof and I/we direct my/our proxy to vote on the resolutions referred to or set forth in the notice of such meeting as directed below.

* Fill out your name(s) and address(es) in block capitals.

[""] If any other proxy is preferred strike out "the Chairman of the Meeting or" and add the name of the proxy or proxies and initial the alteration. If you do not enter the name of your choice in the space provided and delete the words "the Chairman of the Meeting or" the return of this form duly signed will authorise the Chairman to act as your proxy.

Please tick here if this proxy appointment is one of multiple appointments being made. ☐

For the appointment of more than one proxy, please refer to Note 1 below.

Resolution	Votes		
	For	Against	Withheld
1 To receive the Company's annual accounts for the financial year ended 31 July 2016, together with the Directors' report and the auditors' report on those accounts.			
2 To approve the Directors' remuneration report set out in the annual report and accounts for the financial year ended 31 July 2016.			
3 To reappoint PricewaterhouseCoopers LLP as auditors to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which accounts are laid.			
4 To authorise the Directors to fix the remuneration of the auditors.			
5 To reappoint Roger Parry as a Director retiring by rotation in accordance with the Company's Articles of Association.			
6 To reappoint Ben Elliot as a Director retiring by rotation in accordance with the Company's Articles of Association.			
7 To declare a final dividend of 1.4p per ordinary share to be paid on Monday 12 December 2016 to those shareholders on the register of members as at Friday 2 December 2016.			
8 To authorise the Directors to allot shares in the Company and grant rights to subscribe for, or to convert any security into shares up to an aggregate nominal amount of £10,430.			
9 To suspend the pre-emption rights in respect of certain allotments of shares.			

Please indicate with an "X" in the space below how you wish your votes to be cast. If no instructions are given the proxy will abstain or vote as he/she thinks fit and also on any business (including amendments to resolutions) which may properly come out before the meeting.

Dated this _____ day of _____ 2016 Signature(s) _____

Notes:

- A member entitled to attend and vote at the meeting is also entitled to appoint one or more proxies to attend speak and vote instead of him. The proxy need not be a member. To appoint more than one proxy, additional forms may be obtained by contacting the Company Secretary, Tilly Heald, on 020 7012 6000 or you may photocopy this form. Please indicate next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed.
- Please note the "vote withheld" option is provided to enable you to abstain on any particular resolution. However, a "vote withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "for" or "against" a resolution.
- To be effective, this form of proxy duly completed must be deposited, together with any authority under which it is executed (or a notarially certified copy of such authority), at the Company's registrars, Neville Registrars Limited, at Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA, not less than 48 hours before the time for holding the meeting or adjourned meeting.
- In the case of joint holders of shares, any one of such holders may vote but, if two or more joint holders are present in person or by proxy, the vote of the senior will be accepted to the exclusion of votes of the other joint holders and for this purpose seniority is determined by the order in which the names stand in the register.
- Completion and return of the form of proxy, other such instrument or any CREST Proxy Instruction will not prevent shareholders from attending and voting in person at the meeting.
- 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).
- Any alterations made to this form of proxy should be initialled.

Third fold and tuck in

Tilly Heald
Company Secretary
YouGov plc
c/o Neville Registrars
Neville House
18 Laurel Lane
Halesowen
West Midlands
B63 3DA

Please
affix
stamp

First fold

second fold