



Fifteen Rosehill,
 Montgomery Way,
 Rosehill Estate,
 Carlisle,
 Cumbria, CA1 2RW

I.P.S. Registered Number:
 29220R

FORM OF PROXY

SPECIAL GENERAL MEETING – 29th MARCH 2015

I, the undersigned, being a member of the above named Society, hereby appoint or failing him/her, the Chairman of the meeting, as my proxy to vote for me on my behalf at the Special General meeting of the Society dated above, and at any adjournment thereof.

The proxy will vote on the under mentioned resolution, as indicated:

RESOLUTION

For Against

- | | |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------|
| 1. The members give approval to the Board of the Society to waive any rights contained in section 7 of the Shareholders' Agreement dated May 30th, 2006, headed "Agreement relating to shares in CUFC Holdings Limited" so as to allow for an injection of share capital into CUFC Holdings totalling approximately £1,250,000 via a new issue of shares. This will dilute the Society's share to no less than 10 per cent of Holdings and will be protected at that level. | <input type="checkbox"/> <input type="checkbox"/> |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------|

If this form is signed and returned without any indication as to how the proxy shall vote, he or she will exercise his or her discretion both as to how he/she votes (and whether or not he/she abstains from voting).

YOUR MEMBERSHIP DETAILS (this section MUST be completed by the member)

Name:		Signature:	
Membership No.:		Date:	
Email Address:			

Notes

- (a). To be valid, this form of proxy must be returned to The United Trust, Fifteen Rosehill, Montgomery Way, Rosehill Estate, Carlisle CA1 2RW by 4pm on Friday March 27 2015.
- (b). No person other than the Chair of the meeting can act as proxy for more than 3 members
- (c). A proxy need not be a member of the Society.
- (d). Any questions as to the validity of a proxy will be determined by the Chair of the meeting.

How to Vote

YOU MUST BE A MEMBER OF THE TRUST ON THE DATE OF THE SPECIAL GENERAL MEETING TO BE ABLE TO VOTE.

IF YOU WANT TO VOTE IN PERSON AT THE SPECIAL GENERAL MEETING

Please bring this form with you and some other evidence of membership, e.g. your membership card,

IF YOU VOTE BY POST

1. Fill in the proxy form, see instructions below.
2. The member must sign and date the voting form.
3. Post your form to:

The United Trust
Fifteen Rosehill
Montgomery Way
Rosehill Estate
Carlisle CA1 2RW

4. All voting forms must be received by 4pm on Friday March 27, 2015

By completing the form in this manner you are instructing the Chairman to act as your proxy at the Annual General Meeting and vote in accordance with your instructions.

IF YOU WANT TO NOMINATE SOMEONE TO VOTE ON YOUR BEHALF AT THE SPECIAL GENERAL MEETING

A member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote in their stead. A proxy need not be a member of the Society.

1. Fill in the proxy form, see instructions below.
2. Ensure you have completed the details for your nominated proxy.
3. Sign and date the voting form.
4. Post your form to:

The United Trust
Fifteen Rosehill
Montgomery Way
Rosehill Estate
Carlisle CA1 2RW

5. We must receive your form by 4pm on Friday March 27, 2015

6. FILLING IN THE FORM

By filling in the Proxy form you are appointing someone to act for you and vote on your behalf at the Special General Meeting. Most members choose the Chairman of the Meeting to vote on their behalf, i.e. be their proxy. The Chairman will automatically act as your proxy unless you choose someone else by completing the appropriate boxes on the form. Tell your proxy how to vote by placing an X in the appropriate voting boxes. If you leave them blank your proxy may vote as he or she decides. If you do not want your proxy to vote on a resolution, please put a line through the text of the resolution and the boxes next to it on the proxy form.

YOUR VOTE WILL NOT BE COUNTED IF YOU DO NOT SIGN THE FORM.