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If you have sold or otherwise transferred all of your Ordinary Shares, please immediately forward this document, together with the accompanying Form of Proxy, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold only part of your holding of Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

NAHL Group plc

(Incorporated under the Companies Act 2006 and registered
in England and Wales with registered number 8996352)

Notice of Annual General Meeting

Notice of the Annual General Meeting (AGM) of NAHL Group plc (the “Company”) to be held at finnCap, 60 New Broad Street, London, EC2M 1JJ on 23 May 2018 at 10:00 am is set out on pages 5 to 7 of this document.

A Form of Proxy for use in connection with the AGM is enclosed and should be completed, signed and returned to the Company’s registrars, Link Asset Services (“Link”), The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU as soon as possible and, in any event, so that it is received by Link no later than 10:00 am on 21 May 2018. Completion and return of a Form of Proxy will not preclude shareholders from attending and voting at the AGM in person should they so wish. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may use this service and should follow the relevant instructions set out in the notes to the Notice of the AGM on page 7 of this document.

A copy of this document is available at the Company’s website at www.nahlgroupplc.co.uk. Neither the content of the Company’s website nor any website accessible by hyperlinks to the Company’s website is incorporated in, or forms part of, this document.

Letter from the Chairman of the Company – NAHL Group plc

(Incorporated under the Companies Act 2006 and registered in England and Wales with registered number 8996352)

Directors

Robert Stephen Halbert (Non-Executive Chairman)
John Russell Atkinson (Chief Executive Officer)
James David Saralis (Chief Financial Officer)
Gillian Dawn Celia Kent (Non-Executive Director)
Timothy John Mellor Aspinall (Non-Executive Director)

Registered Office

1430 Montagu Court
Kettering Parkway
Kettering
Northamptonshire
NN15 6XR

25 April 2018

Dear Shareholder,

Notice of Annual General Meeting

I am pleased to be writing to you with details of our Annual General Meeting (“AGM”) which we are holding on 23 May 2018 at 10:00 am. The formal Notice of the AGM is set out on pages 5 to 7 of this document. The meeting will take place at finnCap, 60 New Broad Street, London, EC2M 1JJ at which the resolutions set out in brief below will be proposed.

Resolution 1, which will be proposed as an ordinary resolution, is to receive the annual report and accounts of the Company for the year ended 31 December 2017.

Resolution 2, which will be proposed as an ordinary resolution, is to approve the directors’ remuneration report for the financial year ended 31 December 2017. You can find this report on pages 41 to 44 of the annual report and accounts for the year ended 31 December 2017. Please note that such approval is on an advisory basis only and therefore no entitlement to remuneration is conditional on the passing of this resolution.

Resolution 3, which will be proposed as an ordinary resolution, is to declare a dividend of 10.6p per Ordinary Share for the year ended 31 December 2017 which is proposed as a final dividend and, as such, requires shareholder approval. If approved and declared at the AGM, the final dividend will be paid on 31 May 2018 to all holders of ordinary shares on the register of members of the Company at the close of business on 27 April 2018.

Under article 85 of the Company’s articles of association, a director of the Company is required to retire from office and is eligible for reappointment by shareholders at the third annual general meeting after the general meeting at which he or she was appointed or last reappointed by shareholders. In addition, under article 90 the Board may appoint a person to act as a director, either to fill a vacancy or as an additional director, but any director so appointed is entitled to hold office only until the next following annual general meeting when he or she must retire from office and is eligible for appointment by shareholders.

Resolutions 4, 5 and 7, which will be proposed as ordinary resolutions, are to approve the reappointment of Robert Stephen Halbert, John Russell Atkinson and Gillian Dawn Celia Kent as directors, each of whom was last reappointed by shareholders at the 2015 annual general meeting and accordingly all are seeking re-election at this AGM.

Resolution 6, which will be proposed as an ordinary resolution, is to approve the appointment of James David Saralis as a director. Mr Saralis was appointed to the Board as Chief Financial Officer by the directors with effect from 1 January 2018 and, in accordance with article 90 of the Company’s articles of association, having been appointed since the date of the last AGM will retire and offer himself for appointment by shareholders.

Resolution 8, which will be proposed as an ordinary resolution, is to approve the appointment of Timothy John Mellor Aspinall as a director. Mr Aspinall was appointed to the Board as a Non-Executive Director with effect from 1 June 2016. Having originally been appointed to the Board by the directors, he will retire and offer himself for appointment by shareholders at the AGM.

Shareholders will note that all directors are standing for appointment or reappointment at this year’s AGM. Your Board is satisfied that the performance of each of the directors continues to be effective and that they each continue to demonstrate commitment to their roles with the Company, including commitment of time for Board and committee meetings and other duties required of them.

Brief biographical details of each of the directors seeking appointment and reappointment are set out below.

Steve Halbert is Non-Executive Chairman of the Group, which he joined in 2010. He has over 25 years of board experience. Steve is also Chair of the Audit Committee and Nomination Committee. As Chairman, Steve is responsible for the proper operation of the Board and its committees, compliance with the Company’s Code of Corporate Governance and, working closely with the CEO, ensuring the business regularly reviews its strategic plans. Steve is currently Chairman of Alcumus Holdings Limited and Safestyle UK plc, an AIM quoted company.

Russell Atkinson became Chief Executive Officer of the Group, following its Admission to AIM in 2014. He joined NAH in 2012 as Managing Director and had a pivotal role in implementing its strategy following regulatory change in 2013. His responsibilities include developing and implementing the Group-wide strategy and ensuring delivery of budgeted financial performance, promoting the Group’s values and supporting divisional strategies. Prior to joining the Group, Russell held Managing Director roles at international firms including UK Managing Director of Lebara Mobile Limited, Managing Director of Blackhawk Network (UK) Limited, a division of Safeway Inc. and Director of E-Payments at Travelex. Russell holds a Bachelor of Arts from Leicester Polytechnic and a diploma in marketing from The Chartered Institute of Marketing and is a fellow of the Institute of Directors.

Letter from the Chairman of the Company – NAHL Group plc continued

(Incorporated under the Companies Act 2006 and registered in England and Wales with registered number 8996352)

James Saralis became Chief Financial Officer of the Group on 1 January 2018. His responsibilities include overall management of the finance function within the Group and liaising with the Group's investors and the banks. James brings with him a wealth of operational experience as well as experience of the AIM market and, prior to joining the Group, he was Chief Financial Officer of two divisions of Jelf, part of Marsh & McLennan Companies. James has also held various finance roles in Clearspeed Technology plc, HBOS plc and RAC plc. He is a Chartered Accountant and a fellow of the ICAEW, having been a member since 2003. He holds a Bachelor of Science from the University of Bristol.

Gillian Kent became a Non-Executive Director in November 2014 and is Chair of the Group's Remuneration Committee. Gillian is also an independent Non Executive Director at Pendragon plc, Ascential plc, Mothercare plc and Coull Ltd and Chairman at No Agent Technologies Ltd. Her executive career in the digital and online sectors includes Managing Director of Microsoft's largest online business in the UK. Gillian has also served as Chief Executive Officer and Digital Consultant at GK Associates, Chief Executive Officer at Propertyfinder.com, and Director of Strategy and Business Development at Microsoft (MSN).

Tim Aspinall became a Non-Executive Director with effect from 1 June 2016 and sits on the Audit, Remuneration and Nomination committees. Tim is the CEO of Aspinall Consultants Limited (founded in January 2015), a management consultancy business advising law firms, investors and new entrants on strategy, mergers, business development, and performance improvement. Tim is also a Non-Executive Director of Premier Medical Holdings Limited which acquired a majority shareholding in Capita Medical Limited from Capita plc. The business is one of the UK's leading providers of medical reports. His senior leadership career in the legal sector includes Managing Partner of DMH Stallard LLP where he led its transformation into one of the UK's most respected mid-market law firms. Tim is passionate about the arts and is a Non-Executive Director at Brighton Dome & Festival and a Trustee of the Royal Pavilion Foundation.

Resolution 9, which will be proposed as an ordinary resolution, is to reappoint KPMG LLP as auditors of the Company, to hold office from the conclusion of the AGM to the conclusion of the next annual general meeting of the Company.

Resolution 10, which will be proposed as an ordinary resolution, is to authorise the directors of the Company to determine the remuneration of the auditors of the Company.

Resolution 11, which will be proposed as an ordinary resolution, is to renew the directors' annual authority to allot securities in the Company up to a specified amount. The directors may only allot shares or grant rights to subscribe for, or convert any security into, shares if authorised to do so by shareholders. Accordingly, this resolution will be proposed to grant new authorities to allot shares and grant rights to subscribe for, or convert any security into shares (a) up to an aggregate nominal amount of £38,482.26 and (b) in connection with a rights issue up to an aggregate nominal amount (reduced by allotments under part (a) of the resolution) of £76,964.53.

These amounts represent approximately 33.3 per cent and approximately 66.6 per cent respectively of the total issued ordinary share capital of the Company as at 24 April 2018, being the latest practicable date prior to publication of this document. If given, these authorities will expire at the annual general meeting of the Company in 2019 or on 23 August 2019 (being the date occurring 15 months after the date of the resolution), whichever is the earlier.

The directors have no present intention of issuing any shares pursuant to this authority, other than in connection with share option schemes.

Resolution 12, which will be proposed as a special resolution, is to renew the directors' annual authority to allot securities in the Company for cash without making an offer to shareholders. Under the Companies Act 2006, the directors require a power from shareholders to allot equity securities or sell treasury shares for cash otherwise than to existing shareholders pro rata to their existing holdings. Accordingly, this resolution will be proposed to grant such a power. Apart from offers or invitations in proportion to the respective number of shares held, the power will be limited to the allotment of equity securities for cash up to an aggregate nominal amount of £5,772.34 (being approximately 5 per cent of the Company's issued ordinary share capital as at 24 April 2018, being the latest practicable date prior to publication of this document). If given, this power will expire at the conclusion of the annual general meeting of the Company in 2019 or on 23 August 2019 (being the date occurring 15 months after the date of the resolution), whichever is earlier.

Resolution 13, which will be proposed as a special resolution, is a further disapplication of pre-emption rights (in addition to that proposed to be granted by resolution 12) to be used only for the purposes of financing or refinancing transactions which the directors determine in each case to be an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue, and is being sought in line with the Pre-Emption Group's Statement of Principles 2015. The power will be limited to the allotment of equity securities and sale of treasury shares for cash up to an aggregate nominal amount of £5,772.34 (being approximately 5 per cent of the Company's issued ordinary share capital as at 24 April 2018, being the latest practicable date prior to publication of this document). If given, this power will expire at the conclusion of the annual general meeting of the Company in 2019 or on 23 August 2019 (being the date occurring 15 months after the date of the resolution), whichever is earlier.

The directors consider the authority in resolutions 12 and 13 to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a pre-emptive offer or rights issue without the need to comply with the strict requirements of the statutory pre-emptive provisions.

The Board intends to adhere to the provisions of the Pre-Emption Group's Statement of Principles 2015 and will not allot shares for cash on a non-pre-emptive basis in excess of an amount equal to 7.5 per cent of the total issued ordinary share capital of the Company (excluding treasury shares) within any rolling three-year period, without prior consultation with shareholders. This excludes any shares issued pursuant to resolution 13 (or any other general disapplication of pre-emption rights in connection with an acquisition or specified capital investment).

Letter from the Chairman of the Company – NAHL Group plc continued

(Incorporated under the Companies Act 2006 and registered in England and Wales with registered number 8996352)

Resolution 14, which will be proposed as a special resolution, is to authorise the Company to buy back its own shares. If passed, the resolution will give authority for the Company to purchase up to 4,617,872 of its ordinary shares representing 10 per cent of the Company's issued ordinary share capital as at 24 April 2018 being the latest practicable date prior to publication of this document. The minimum price that could be paid for an ordinary share would be £0.0025, being the nominal value of an ordinary share. The maximum price, exclusive of any expenses, that could be paid for an ordinary share would be an amount equal to the higher of (i) 5 per cent over the average of the middle market quotations for an ordinary share, as derived from the London Stock Exchange Daily Official List, for the 5 business days immediately preceding the day on which the ordinary share is contracted to be purchased, and (ii) the amount stipulated by regulatory technical standards adopted by the European Commission pursuant to article 5(6) of the Market Abuse Regulation, (EU) No 596/2014 (as amended) (the Market Abuse Regulation). This authority will expire on the earlier of 23 August 2019 and the conclusion of the Company's annual general meeting in 2019.

The directors intend to exercise this right only when, in light of the market conditions prevailing at the time and taking into account all relevant factors (for example, the effects on earnings per share), they believe that such purchases are in the best interests of the Company and shareholders generally. The overall position of the Company will be taken into account before deciding on this course of action.

The directors have no present intention of exercising this authority, if granted.

A Form of Proxy for use at the AGM in enclosed with this document. The Form of Proxy should be completed and signed in accordance with the instructions thereon and returned, using the reply paid envelope provided, to the company's registrars, Link Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU as soon as possible but in any event so as to be received no later than 10:00 am on 21 May 2018. The completion and return of a Form of Proxy will not preclude shareholders from attending the AGM and voting in person should they so wish.

The directors consider the matters set out in the resolutions listed above generally to be in the best interests of the Company and its shareholders as a whole and accordingly unanimously recommend shareholders to vote in favour of the resolutions to be proposed at the AGM as they intend to do in respect of their own beneficial holdings.

Yours faithfully

Robert Stephen Halbert

Chairman
NAHL Group plc

Notice of Annual General Meeting – NAHL Group plc

(Incorporated under the Companies Act 2006 and registered in England and Wales with registered number 8996352)

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of NAHL Group plc (the “Company”) will be held at finnCap, 60 New Broad Street, London, EC2M 1JJ at 10:00 am on 23 May 2018 to consider and, if thought fit, pass the following resolutions, of which resolutions 1 to 11 (inclusive) will be proposed as ordinary resolutions and resolutions 12 to 14 (inclusive) will be proposed as special resolutions.

ORDINARY RESOLUTIONS

1. To receive the accounts of the Company for the financial year ended 31 December 2017 together with the report of the directors, the strategic report, and the auditor’s report for the financial year.
2. To approve the directors’ remuneration report for the financial year ended 31 December 2017.
3. To declare a final dividend of 10.6p per ordinary share of £0.0025 in the capital of the Company in respect of the year ended 31 December 2017 payable on 31 May 2018 to shareholders on the register of members of the Company at the close of business on 27 April 2018.
4. To reappoint Robert Stephen Halbert as a director of the Company.
5. To reappoint John Russell Atkinson as a director of the Company.
6. To appoint James David Saralis as a director of the Company.
7. To reappoint Gillian Dawn Celia Kent as a director of the Company.
8. To appoint Timothy John Mellor Aspinall as a director of the Company.
9. That KPMG LLP be reappointed as auditors of the Company, to hold office from the conclusion of this AGM to the conclusion of the next annual general meeting of the Company.
10. That the directors of the Company be authorised to determine the remuneration of the auditors of the Company.
11. That the directors of the Company be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the “Act”), to exercise all of the powers of the Company to allot shares and to grant rights to subscribe for, or convert any security into, shares in the Company:
 - (a) up to an aggregate nominal amount of £38,482.26 (such amount to be reduced by the nominal amount allotted or granted under (b) below in excess of such sum); and
 - (b) comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £76,964.53 (such amount to be reduced by the allotments or grants made under (a) above) in connection with or pursuant to an offer or invitation by way of a rights issue in favour of:
 - (i) holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date of such allotment; and
 - (ii) holders of any other class of equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory or stock exchange in any territory or any other matter whatsoever.

Provided that all such authorities shall expire at the conclusion of the annual general meeting of the Company in 2019 or on 23 August 2019, whichever is the earlier to occur, save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or rights to be granted after such expiry and the directors may allot shares, or grant rights to subscribe for or to convert any security into shares, in pursuance of any such offer or agreement as if the authorities conferred by this resolution had not expired.

This resolution revokes and replaces all unexercised authorities previously granted to the directors to allot shares in the Company and to grant rights to subscribe for, or to convert any security into shares in the Company but is without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTIONS

12. That, subject to the passing of resolution 11 set out in the notice of this Annual General Meeting, the directors be empowered pursuant to sections 570 and 573 of the Companies Act 2006 (the “Act”) to allot equity securities (as defined in section 560 of the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash, in each case as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited to:
 - (a) any such allotment of equity securities and/or sale of treasury shares in connection with an offer or issue by way of rights or other pre-emptive offer or issue, open for acceptance for a period fixed by the directors, to holders of ordinary shares (other than the Company) on the register on any record date fixed by the directors in proportion (as nearly as may be practicable) to the respective number of ordinary shares held by them on the record date of such allotment (and to holders of any other class of equity securities

Notice of Annual General Meeting – NAHL Group plc continued

(Incorporated under the Companies Act 2006 and registered in England and Wales with registered number 8996352)

as required by the rights of those securities or as the directors otherwise consider necessary), subject to such exclusions or other arrangements as the directors may consider necessary or expedient to deal with fractional entitlements, treasury shares, record dates, legal or practical difficulties that may arise under the laws of any territory, the regulations or requirements of any regulatory authority or any stock exchange in any territory or any other matter whatsoever; and

- (b) the allotment of equity securities or sale of treasury shares, otherwise than pursuant to paragraph (a) of this resolution, up to an aggregate nominal amount of £5,772.34.

Provided that the power granted by this resolution shall expire at the conclusion of the annual general meeting of the Company in 2019 or on 23 August 2019, whichever is the earlier to occur, save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry, and the directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement as if the power conferred by this resolution had not expired.

13. That, subject to the passing of resolution 11 set out in the notice of this Annual General Meeting and in addition to any power granted under resolution 12 set out in the notice of this Annual General Meeting, the directors be empowered pursuant to sections 570 and 573 of the Companies Act 2006 (the "Act") to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority given by resolution 11 and/or to sell ordinary shares held by the Company as treasury shares for cash, in each case as if section 561 of the Act did not apply to any such allotment or sale, such power to be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £5,772.34, and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the directors of the Company determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice.

Provided that the power granted by this resolution shall expire at the conclusion of the annual general meeting of the Company in 2019 or on 23 August 2019, whichever is the earlier to occur, save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry, and the directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement as if the power conferred by this resolution had not expired.

14. That the Company be and is hereby unconditionally and generally authorised for the purposes of section 701 of the Companies Act 2006 (the "Act") to make market purchases (within the meaning of section 693(4) of the Act) of its ordinary shares on such terms as the directors may from time-to-time determine, provided that:

- (a) the maximum number of ordinary shares authorised to be purchased is 4,617,872 in aggregate (such representing 10 per cent of the Company's issued ordinary capital (excluding treasury shares) as at 24 April 2018);
- (b) the minimum price (exclusive of expenses) which may be paid for any such ordinary shares is £0.0025 (such representing the nominal value of an ordinary share);
- (c) the maximum price, exclusive of any expenses, which may be paid for an ordinary share shall be an amount equal to the higher of:
 - (i) 105 per cent of the average middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List, for the 5 business days immediately preceding the day on which the ordinary share is contracted to be purchased; and
 - (ii) the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out; and
- (d) this authority shall, unless previously renewed, revoked or varied, expire at the conclusion of the annual general meeting of the Company in 2019 or on 23 August 2019, whichever is the first to occur, but the Company may enter into a contract for the purchase of ordinary shares before the expiry of this authority which would or might be completed (wholly or partly) after its expiry and a purchase of ordinary shares pursuant to any such contract may be made.

Dated: 25 April 2018

Registered Office:
1430 Montagu Court
Kettering Parkway
Kettering
Northamptonshire
NN15 6XR

By order of the Board

James Saralis
Company Secretary

Notes

1. Only holders of ordinary shares in the capital of the Company are entitled to attend and vote at this meeting.
2. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members entered on the register of members of the Company at 6:00 p.m. on 21 May 2018 (being the day that is 2 days before the time for holding the meeting) or, in the event that this meeting is adjourned, in the register of members as at 6:00 p.m. on the day two days before the date of any adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares registered in their names at that time. Changes to the entries on the register of members after 6:00 p.m. on 21 May 2018 or, in the event that this meeting is adjourned, in the register of members after 6:00 p.m. on the day two days before the date of the adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting.
3. A member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, speak and vote at the meeting.
4. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
5. A proxy does not need to be a member of the Company but must attend the meeting to represent you.
6. A Form of Proxy for the meeting is enclosed. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name into the box on your proxy form. If you sign and return your proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly. If you are a CREST member, see notes 13 and 14 below.
7. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. In the event of a conflict between a blank proxy form and a proxy form which states the number of shares to which it applies, the specific proxy form shall be counted first regardless of whether it was sent or received before or after the blank proxy form, and any remaining shares in respect of which you are the registered holder will be apportioned to the blank proxy form. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you should contact Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU.
8. To direct your proxy how to vote on the resolutions mark the appropriate box on your proxy form with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
9. To appoint a proxy using this form, your proxy form must be:
 - (i) Completed and signed;
 - (ii) Sent or delivered to Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU; and
 - (iii) Received by Link Asset Services no later than 10:00 am on 21 May 2018 (being two days before the time for the holding of the meeting), or, in the event that this meeting is adjourned, no later than 48 hours before the time of the adjourned meeting.
10. In the case of a member which is a company, your proxy form must be executed under its common seal or signed on its behalf by a duly authorised officer of the company or an attorney for the company.
11. Any power of attorney or any other authority under which your proxy form is signed (or a duly certified copy of such power or authority) must be include with your proxy form.
12. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
13. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM to be held at 10:00 am on 23 May 2018 and any adjournment(s) thereof by using the procedures described in the CREST Manual (available at www.euroclear.com/CREST). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf.
14. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company's agent, Link Asset Services (CREST participant ID: RA10), no later than 48 hours before the time appointed for the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. CREST members, and where applicable, their CREST sponsor or voting service provider should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsor or voting service provider are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
15. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
16. In the case of joint holders, 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. 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).
17. As at 24 April 2018 (being the last practicable date prior to the publication of this notice) the Company's issued share capital consists of 46,178,716 ordinary shares of £0.0025 each, carrying one vote each. Therefore the total voting rights in the Company as at that date are 46,178,716.
18. You may not use any electronic address provided in this notice (or any related documents including the proxy form) to communicate with the Company for any purposes other than those expressly stated.
