

**ATTENDANCE CARD
NAHL GROUP PLC – ANNUAL GENERAL MEETING**



To be held at: finnCap, 60 New Broad Street, London, EC2M 1JJ

If you wish to attend this meeting in your capacity as a holder of Ordinary Shares, please sign this card and on arrival hand it to the Company's representative. This will facilitate entry to the meeting.

Signature of
person attending

Barcode:

Investor Code:

**FORM OF PROXY
NAHL GROUP PLC – ANNUAL GENERAL MEETING**

Barcode:

Investor Code:

I/We being a member of the company hereby appoint the Chairman of the meeting or (see note 2 over) Event Code:

Name of proxy

Number of shares proxy appointed over

*

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 at 10.00am on Wednesday 23rd May 2018 and at any adjournment thereof.

If no indication is given, and on any other resolutions proposed at the meeting, your proxy will vote or abstain from voting as he/she thinks fit. If you wish to appoint multiple proxies please see note 1 over. Please tick here if you are appointing more than one proxy (see note 5 over).

RESOLUTIONS

Please mark 'X' to indicate how you wish to vote

	For	Against	Vote withheld
1. Ordinary resolution to receive the accounts for the financial year ended 31 December 2017 together with the report of the Directors of the Company, the Strategic Report and the Auditor's report for the financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Ordinary resolution to approve the Directors' remuneration report for the financial year ended on 31 December 2017	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Ordinary resolution to declare the final dividend of 10.6p per Ordinary Share payable on 31 May 2018 to those shareholders on the register of members of the company at the close of business on 27 April 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Ordinary resolution to reappoint Robert Stephen Halbert as a director of the company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Ordinary resolution to reappoint John Russell Atkinson as a director of the company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Ordinary resolution to appoint James David Saralis as a director of the company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Ordinary resolution to reappoint Gillian Dawn Celia Kent as a director of the company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Ordinary resolution to appoint Timothy John Mellor Aspinall as a director of the company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

RESOLUTIONS

Please mark 'X' to indicate how you wish to vote

	For	Against	Vote withheld
9. Ordinary resolution to re-appoint 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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Ordinary resolution to authorise the Directors of the Company to determine the remuneration of the Auditors of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Ordinary resolution to renew the Directors' annual authority to allot securities in the Company up to a specified amount	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Special resolution to renew the Directors' annual authority to allot securities in the Company for cash without making an offer to shareholders	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Special resolution to renew the Directors' annual authority to allot securities in the Company for cash without making an offer to shareholders to be used only for the purposes of financing 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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Special resolution to give the Company limited authority to purchase its own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

 (Note 4)

Date

Notes

1. A member of the Company entitled to attend and vote at the Annual General Meeting is also entitled to appoint a proxy or proxies to attend, speak and vote instead of him. A member may appoint more than one proxy in relation to the Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A proxy need not be a member of the Company. Appointment of a proxy will not preclude a member from attending and voting in person at the Meeting.
2. If you wish to appoint a proxy other than the **Chairman of the Meeting**, cross out the words "the Chairman of the Meeting" and write the full name and address of the person or persons you wish to appoint as your proxy in the space provided. The change should be initialled. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box marked "*" next to the name of the proxy you are appointing the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
3. The vote withheld option is provided to enable you to abstain on any particular resolution. It should be noted that a vote withheld is not a vote in law and will not be counted as a vote for or against a resolution.
4. This form must be signed and dated by the shareholder or his/her attorney duly authorised in writing. In the case of a corporation this form must be given under its common seal or signed on its behalf by a duly authorised officer or an attorney. In the case of joint holders the signature of any one holder will be sufficient but the names of all the joint holders should be stated. The vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names stand in the register of members in respect of the joint holding.
5. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Company's registrars, Link Asset Services, at The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU or on 0371 664 0300 from within the UK or on +44 371 664 0300 if calling from outside the UK. Calls to the 0371 664 0300 number cost 12 pence per minute from a BT landline. Other network providers' costs may vary. Lines are open 9.00 am to 5.30 pm (London time) Monday to Friday (excluding public holidays in England and Wales). Calls to the helpline from outside the UK will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Proposals nor give any financial, legal or tax advice. Alternatively, you may photocopy this form. Please indicate in the box marked "*" next to the name of the proxy you are appointing the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the separate box provided above if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
6. To be effective at the Meeting this Form of Proxy duly executed (together with any power of attorney or other written authority under which it is executed or a notarially certified copy of such power or authority) must be delivered to the Company's registrars, Link Asset Services, at The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU not less than 48 hours before the time of the meeting.
7. If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for receipt of proxies will take precedence.
8. Any alterations made to this Form of Proxy must be initialled.

Business Reply Plus
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