



FORM OF PROXY

Court Meeting of RSA Insurance Group plc at 11:00 a.m. (London time) on 18 January 2021.
Please complete this Form of Proxy in black ink

Please read the notice of the Court Meeting in the Scheme Document and the Explanatory Notes overleaf before completing this form.

To be effective, all proxy appointments must be received by the Company's registrars, Equiniti, by no later than 11:00 a.m. (London time) on 14 January 2021. If the Form of Proxy is not received by that time, it may be emailed to proxyvotes@equiniti.com at any time prior to the commencement of the Court Meeting.



By an order dated 14 December 2020 made in the matter of RSA Insurance Group plc (the "Company"), the Court has granted permission for a meeting of the Scheme Shareholders (as defined in the scheme document of the Company dated 16 December 2020 (the "Scheme Document")) to be convened for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement pursuant to Part 26 of the Companies Act 2006 (the "Scheme") between the Company and the Scheme Shareholders (as defined in the Scheme Document), such court meeting to be held at 20 Fenchurch Street, London, EC3M 3AU on 18 January 2021 at 11:00 a.m. (London time) (the "Court Meeting").

Voting ID	Task ID	Shareholder Reference Number
<input type="text"/>	<input type="text"/>	<input type="text"/>

I/We hereby appoint the Chair of the Court Meeting OR the person indicated in the box below as my/our proxy to attend, submit written questions and vote in respect of my/our full voting entitlement on my/our behalf at the Court Meeting and at any adjourned meeting, for the purposes of considering and, if thought fit, approving (with or without modification) the proposed Scheme referred to in the Notice convening the Court Meeting and at such meeting, or any adjournment thereof, to vote for me/us and in my/our name(s) for the Scheme (either with or without modification, as my/our proxy may approve) or against the Scheme as indicated below.

Please leave box 1 blank if you wish to appoint the Chair of the Court Meeting. Do not insert your name(s). Please leave box 2 blank if you wish to appoint a proxy in relation to all of your Scheme Shares.

1) Name of Proxy:	2) Number of Scheme Shares:
<input type="text"/>	<input type="text"/>

Tick box if you wish to appoint multiple proxies. For the appointment of more than one proxy, please refer to Note 8 overleaf.

IMPORTANT: If you wish to vote for the Scheme, sign your name in the box marked "FOR the Scheme" and date in the box opposite. If you wish to vote against the Scheme, sign your name in the box marked "AGAINST the Scheme" and date in the box opposite. Only insert your signature once. If you sign in both boxes, or if you do not sign in either box, then this Form of Proxy will be invalid. Joint shareholders should refer to Note 9 overleaf.

FOR the Scheme:	Date:
AGAINST the Scheme:	Date:

Please detach this portion of the Form of Proxy before posting to Equiniti Limited ("Equiniti") in the pre-paid envelope provided. This Form of Proxy must be signed and dated before it is posted to Equiniti.

Alternatively, you can submit your proxy electronically at www.sharevote.co.uk using the Voting ID, Task ID and Shareholder Reference Number given above, or at www.shareview.co.uk if you have already registered with Shareview (see Note 5 overleaf). Members who hold their shares in uncertificated form through CREST who wish to appoint a proxy or proxies through the CREST electronic appointment service may do so by using the procedures described in the CREST manual.

If the Form of Proxy is not returned by 11.00 a.m. (London time) on 14 January 2021 (or as specified in Note 5 overleaf), it may be emailed to proxyvotes@equiniti.com at any time prior to the commencement of the Court Meeting.

Product ID
0059-039-S



Attendance Card for the Court Meeting

Please retain this Attendance Card as you will need the details below to join the Court Meeting virtually

The Court Meeting of RSA Insurance Group plc will be held at 20 Fenchurch Street, London, EC3M 3AU on 18 January 2021 at 11:00 a.m. (London time).

Attendance

In light of the COVID-19 Restrictions, Scheme Shareholders and other persons will not be permitted to attend the Court Meeting in person, save for the Chair of the Court Meeting and anyone else nominated by the Chair of the Court Meeting. Scheme Shareholders will be given the opportunity to attend, submit written questions and vote at the Court Meeting via a virtual meeting platform provided by Lumi. Scheme Shareholders may also submit questions in advance of the Court Meeting by email to shareholderquestions@gcc.rsagroup.com. These emails must be received no less than 48 hours before the start of the Court Meeting.

If you would like to attend the Lumi Virtual Meeting, you will require the following details:

Lumi Meeting ID: 156-209-106

SRN: [x]

PIN: [x]

Further details on how to attend the Lumi Virtual Meeting are set out in Note 3 overleaf and on pages 3 to 4 of the Scheme Document, and in the Lumi Virtual Meeting Guide.



FORM OF PROXY

General Meeting of RSA Insurance Group plc at 11:15 a.m. (London time) (or as soon thereafter as the Court Meeting concludes or is adjourned) on 18 January 2021. Please complete this Form of Proxy in black ink

Please read the notice of the General Meeting in the Scheme Document and the Explanatory Notes overleaf before completing this form.

To be effective, all proxy appointments must be received by the Company's registrars, Equiniti, by no later than 11:15 a.m. (London time) on 14 January 2021.



Voting ID	Task ID	Shareholder Reference Number
<input type="text"/>	<input type="text"/>	<input type="text"/>

I/We hereby appoint the Chair of the General Meeting OR the person indicated in the box below as my/our proxy to attend, submit written questions and vote on my/our behalf at the General Meeting of RSA Insurance Group plc (the "Company") to be held at 20 Fenchurch Street, London, EC3M 3AU on 18 January 2021 at 11:15 a.m. (London time) (or as soon thereafter as the Court Meeting concludes or is adjourned).

Please leave box 1 blank if you wish to appoint the Chair of the General Meeting. Do not insert your name(s). Please leave box 2 blank if you wish to appoint a proxy in relation to all of your shares.

1) Name of Proxy:	2) Number of shares proxy appointed over:
<input type="text"/>	<input type="text"/>

Please indicate here with an 'X' if this Form of Proxy is one of multiple instructions being given (see Note 9 overleaf).

Please indicate your vote by marking the appropriate box like this:

Special Resolutions

If you mark more than one box for each resolution, this Form of Proxy will be invalid.

- To authorise the directors to take all such action to give effect to the Scheme, as set out in the Notice of General Meeting, including the amendments to the Articles of Association.
- To re-register the Company as a private limited company once the Scheme has been sanctioned by the Court, including changing the name of the Company to RSA Insurance Group Limited and adopting new Articles of Association.

FOR

AGAINST

WITHHELD

Signature (see Notes 5 and 11 overleaf)	Date
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Please detach this portion of the Form of Proxy before posting to Equiniti Limited ("Equiniti") in the pre-paid envelope provided. This Form of Proxy must be signed and dated before it is posted to Equiniti.

Alternatively, you can submit your proxy electronically at www.sharevote.co.uk using the Voting ID, Task ID and Shareholder Reference Number given above, or at www.shareview.co.uk if you have already registered with Shareview (see Note 5 overleaf). Members who hold their shares in uncertificated form through CREST who wish to appoint a proxy or proxies through the CREST electronic appointment service may do so by using the procedures described in the CREST manual.

Product ID
0059-138-S



Attendance Card for the General Meeting

Please retain this Attendance Card as you will need the details below to join the General Meeting virtually

The General Meeting of RSA Insurance Group plc will be held at 20 Fenchurch Street, London, EC3M 3AU on 18 January 2021 at 11:15 a.m. (London time).

Attendance

In light of the COVID-19 Restrictions, RSA Shareholders and other persons will not be permitted to attend the General Meeting in person, save for the Chair of the General Meeting and anyone else nominated by the Chair of the General Meeting. RSA Shareholders will be given the opportunity to attend, submit written questions and vote at the General Meeting via a virtual meeting platform provided by Lumi. RSA Shareholders may also submit questions in advance of the General Meeting by email to shareholderquestions@gcc.rsagroup.com. These emails must be received no less than 48 hours before the start of the General Meeting.

If you would like to attend the Lumi Virtual Meeting, you will require the following details:

Lumi Meeting ID: 156-209-106

SRN: [x]

PIN: [x]

Further details on how to attend the Lumi Virtual Meeting are set out in Note 3 overleaf and on pages 3 to 4 of the Scheme Document, and in the Lumi Virtual Meeting Guide.



Notes to Form of Proxy

- Full details of the resolutions to be proposed at the General Meeting, together with explanatory notes, are set out in the Notice of General Meeting which is set out in Part XI of the circular relating to the Scheme sent to Scheme Shareholders on 16 December 2020 (the “**Scheme Document**”). Before completing this Form of Proxy, please also read “Action to be Taken” set out on pages 12 to 16 of the Scheme Document. Terms used in this Form of Proxy shall have the meanings given in the Scheme Document unless the context otherwise requires.
- RSA Shareholders are reminded that, in light of the COVID-19 Restrictions, RSA Shareholders and other persons will not be permitted to attend the General Meeting in person, save for the Chair of the General Meeting and anyone else nominated by the Chair. RSA Shareholders will be given the opportunity to attend, submit written questions and vote at the General Meeting via a virtual meeting platform provided by Lumi AGM UK Limited (“Lumi”) (the “Virtual Meeting Platform”), further details of which are set out in Note 3 below and on pages 3 to 4 of the Scheme Document.**
- You can access the General Meeting remotely via the Virtual Meeting Platform by accessing https://web.lumiagm.com via a mobile web client, which is compatible with the latest browser versions of Chrome, Firefox, Internet Explorer 11 (Internet Explorer v.10 and below are not supported), Edge and Safari and can be accessed using any web browser on a PC or a smartphone device. Alternatively, RSA Shareholders can access the Virtual Meeting Platform by downloading the latest version of the Lumi AGM application (the “**App**”) onto your smartphone device. Once you have accessed https://web.lumiagm.com from your web browser, you will be asked to enter the Lumi Meeting ID which is 156-209-106. You will then be prompted to enter your unique Shareholder Reference Number (“**SRN**”) and PIN. These can be found printed on the Attendance Card on the front page of this Form of Proxy. Access to the General Meeting via the website or App will be available from 10:45 a.m. (London time) on 18 January 2021. Please note however that your ability to vote will not be enabled until the Chair formally opens the General Meeting at 11:15 a.m. (London time) or, if later, as soon thereafter as the Court meeting is concluded or adjourned. If you are unable to access your SRN and PIN, please call Equiniti between 9.00 a.m. and 5:00 p.m. (London time) Monday to Friday (except English and Welsh public holidays) on +44 (0) 333 207 6563. Calls will be charged at national or international rates as the case may be. Different charges may apply to calls from mobile telephones. Please note that calls may be monitored or recorded and Equiniti cannot provide advice on the merits of the Acquisition or the Scheme or give any financial, legal or tax advice.
- Only RSA Shareholders, or their duly appointed representatives, are entitled to attend and vote at the General Meeting (in each case, remotely via the Virtual Meeting Platform). RSA Shareholders may appoint one or more proxies (provided that each proxy is appointed to exercise rights attached to a different share or shares), who need not be RSA Shareholders, to exercise all or any of his/her rights to attend, submit written questions and, on a poll, to vote (in each case, remotely, via the Virtual Meeting Platform) on their behalf at the General Meeting. RSA Shareholders are strongly encouraged to submit proxy appointments and instructions for the General Meeting as soon as possible, using any of the methods (by post, online or electronically through CREST) set out in this Form of Proxy. RSA Shareholders are also strongly encouraged to appoint “the Chair of the General Meeting” as their proxy. If any other person is appointed as proxy, he or she will not be permitted to attend the General Meeting in person, but will be able to attend, submit written questions and vote at the General Meeting remotely via the Virtual Meeting Platform as described above. If you wish to appoint a person other than the Chair, please insert the name of your chosen proxy holder in box 1 (see front page). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder’s name 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 Form of Proxy has been issued in respect of a designated account for an RSA Shareholder, the full voting entitlement for that designated account). The Form of Proxy gives your proxy(ies) full rights to attend, submit written questions and vote (remotely, via the Virtual Meeting Platform). Any proxy appointed pursuant to this Form of Proxy will vote as indicated by this Form of Proxy on the Special Resolutions. For any other business arising at the General Meeting (including any procedural motion or resolution not listed in the notice of the General Meeting) the proxy appointed pursuant to this Form of Proxy will vote at his or her sole discretion.
- To be valid, the Form of Proxy, and any power of attorney or other authority under which it is executed (or duly certified copy of any such power or authority), must either be (a) sent (or delivered by hand during normal business hours) to the Company’s registrars, Equiniti, of Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA in the envelope provided or (b) lodged using the CREST electronic proxy appointment service in accordance with the procedures set out in the CREST Manual or (c) registered through the Equiniti website at www.sharevote.co.uk or Equiniti online portfolio service at www.shareview.co.uk as set out below, in each case, so as to arrive no later than 11.15 a.m. (London time) on 14 January 2021 or, if the General Meeting is adjourned, 48 hours before the time fixed for the adjourned General Meeting (excluding any part of such 48 hour period falling on a non-working day). In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a “**CREST Proxy Instruction**”) must be properly authenticated in accordance with the specifications of Euroclear and must contain the information required for such instructions as described in the CREST Manual. The message (regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by Equiniti (ID: RA19) not later than 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time fixed for the General Meeting

or any adjournment thereof. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Equiniti are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. Where the proxy is returned by post, the pre-paid envelope enclosed does not require a stamp if posted in Great Britain, the Channel Islands or Northern Ireland. The form must be signed and dated by the shareholder or their attorney duly authorised in writing. In the case of a corporation, this form may be executed by the signature(s) of a duly authorised officer or attorney. In the case of joint holders only one need sign. Alternatively, RSA Shareholders who prefer to register the appointment of their proxy online can do so through the Equiniti website at www.sharevote.co.uk where full instructions on the procedure are given. The Voting ID, Task ID and SRN printed on the Form of Proxy will be required to use this electronic proxy appointment system. RSA Shareholders who have already registered with the Equiniti online portfolio service, Shareview, can appoint their proxy online via their portfolio at www.shareview.co.uk. A proxy appointment made online or electronically will not be valid if received by Equiniti after 11.15 a.m. (London time) on 14 January 2021 (or, in the case of an adjourned meeting, later than 48 hours prior to the time and date set for the adjourned meeting, excluding any part of such 48 hour period falling on a non-working day). Please note that any electronic communication found to contain a computer virus will not be accepted. A proxy appointment sent by CREST may be treated as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001. The CREST Manual is available by logging on to www.euroclear.com.

- Please indicate with an ‘X’ in the boxes how you wish your vote to be cast. Unless otherwise instructed, the person appointed as proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting on the resolution and on any other business (including amendments to the resolution and any procedural business, including any resolution to adjourn), which may come before the General Meeting.
- The ‘Withheld’ option on the Form of Proxy is provided to enable you to abstain on the resolution. However, a vote withheld is not a vote in law and will not be counted in the calculation of proportion of votes ‘For’ and ‘Against’ the resolution.
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only those RSA Shareholders registered in the register of members of the Company as at 6.30 p.m. (London time) on 14 January 2021 or, if the General Meeting is adjourned, as at 6.30 p.m. (London time) on the day that is two days prior to the General Meeting, will be entitled to attend (remotely, via the Virtual Meeting Platform) or vote (remotely, via the Virtual Meeting Platform) at the General Meeting in respect of the number of RSA Shares registered in their name at that time. Changes to entries on the relevant register of members after 6.30 p.m. (London time) on 14 January 2021, or, if the General Meeting is adjourned, after 6.30 p.m. (London time) on the day that is two days prior to the General Meeting, will be disregarded in determining the rights of any person to attend (remotely, via the Virtual Meeting Platform) or vote (remotely, via the Virtual Meeting Platform) at the General Meeting.
- If you wish to appoint more than one proxy in respect of your shareholding, mark the box where indicated and photocopy the Form of Proxy or contact the Company’s registrars, Equiniti, by telephone on +44 (0) 333 207 6563 for further Forms of Proxy. Lines are open from 9.00 a.m. to 5.00 p.m. (London time) Monday to Friday (except English and Welsh public holidays). Calls will be charged at national or international rates as the case may be. Different charges may apply to calls from mobile telephones. Please note that calls may be recorded and Equiniti cannot provide legal, tax or financial advice, or advice on the merits of the Scheme. Please ensure that all of the multiple Forms of Proxy in respect of one registered holding of RSA Shares are sent to the Company’s registrars, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA using the pre-paid envelope provided.
- An RSA Shareholder which is a corporation may authorise a person or persons to act as its representative(s) at the General Meeting. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that it does not do so in relation to the same shares.
- Any alterations to this Form of Proxy must be initialised by the person who signs it.
- Neither the death nor the insanity of an RSA Shareholder who has appointed a proxy, nor the revocation or termination by an RSA Shareholder of the appointment of a proxy (or of the authority under which the appointment was made), shall invalidate the proxy or the exercise of any of the rights of the proxy thereunder, unless notice of such death, insanity, revocation or termination shall have been received by Equiniti at the address specified for receipt of the Forms of Proxy not less than 48 hours before the commencement of the General Meeting or adjournment thereof (excluding any part of such 48 hour period falling on a non-working day).
- In the case of joint holders, any one holder may vote. If more than one holder is present remotely, via the Virtual Meeting Platform at the meeting, or purports to appoint a proxy, only the vote of, or appointment made by, the senior holder will be accepted, seniority being determined by the order in which the names appear on the register.
- You may not use any electronic address provided either in this Form of Proxy, in the Notice of General Meeting or in any related documents to communicate with the Company for any purposes other than those expressly stated.
- If you have any questions relating to the Form of Proxy, please call Equiniti between 9.00 a.m. and 5.00 p.m. (London time) Monday to Friday (except English and Welsh public holidays) on +44 (0) 333 207 6563. Calls will be charged at national or international rates as the case may be. Different charges may apply to calls from mobile telephones. Please note that calls may be recorded and Equiniti cannot provide legal, tax or financial advice, or advice on the merits of the Scheme.

Notes to the Form of Proxy

- Full details of the Court Meeting, with explanatory notes, are set out in the Notice of Court Meeting which is set out in Part X of the Scheme Document sent to members on 16 December 2020. Before completing this Form of Proxy, please also read “Action to be Taken” set out on pages 12 to 16 of the Scheme Document. Terms defined in the Scheme Document shall apply in this Form of Proxy unless the context otherwise requires.
- The Court has appointed Martin Scicluna, or failing him, Stephen Hester, or failing him, Charlotte Jones, or failing her, any other RSA Director to act as Chair of the Court Meeting and has directed the Chair to report the result thereof to the Court. **Scheme Shareholders are reminded that, in light of the COVID-19 Restrictions, Scheme Shareholders and other persons will not be permitted to attend the Court Meeting in person, save for the Chair of the Court Meeting and anyone else nominated by the Chair. Scheme Shareholders will be given the opportunity to attend, submit written questions and vote at the Court Meeting via a virtual meeting platform provided by Lumi AGM UK Limited (“Lumi”) (the “Virtual Meeting Platform”), further details of which are set out in Note 3 below and on pages 3 to 4 of the Scheme Document.**
- You can access the Court Meeting remotely via the Virtual Meeting Platform by accessing https://web.lumiagm.com via a mobile web client, which is compatible with the latest browser versions of Chrome, Firefox, Internet Explorer 11 (Internet Explorer v.10 and below are not supported), Edge and Safari and can be accessed using any web browser on a PC or a smartphone device. Alternatively, Scheme Shareholders can access the Virtual Meeting Platform by downloading the latest version of the Lumi AGM application (the “**App**”) onto your smartphone device. Once you have accessed https://web.lumiagm.com from your web browser, you will be asked to enter the Lumi Meeting ID which is 156-209-106. You will then be prompted to enter your unique Shareholder Reference Number (“**SRN**”) and PIN. These can be found printed on the Attendance Card on the front page of this Form of Proxy. Access to the Court Meeting via the website or App will be available from 10:45 a.m. (London time) on 18 January 2021. Please note however that your ability to vote will not be enabled until the Chair of the Court Meeting formally opens the Court Meeting at 11:00 a.m. (London time). If you are unable to access your SRN and PIN, please call Equiniti between 9:00 a.m. and 5:00 p.m. (London time) Monday to Friday (except English and Welsh public holidays) on +44 (0) 333 207 6563. Calls will be charged at national or international rates as the case may be. Different charges may apply to calls from mobile telephones. Please note that calls may be monitored or recorded and Equiniti cannot provide advice on the merits of the Acquisition or the Scheme or give any financial, legal or tax advice.
- Only Scheme Shareholders, or their duly appointed representatives, are entitled to attend and vote at the Court Meeting (in each case, remotely via the Virtual Meeting Platform). Scheme Shareholders may appoint one or more proxies (provided that each proxy is appointed to exercise rights attached to a different share or shares), who need not be Scheme Shareholders, to exercise all or any of his/her rights to attend, submit written questions and, on a poll, to vote (in each case, remotely, via the Virtual Meeting Platform) on their behalf at the Court Meeting. Scheme Shareholders are strongly encouraged to submit proxy appointments and instructions for the Court Meeting as soon as possible, using any of the methods (by post, email, online or electronically through CREST) set out in this Form of Proxy. Scheme Shareholders are also strongly encouraged to appoint “the Chair of the Court Meeting” as their proxy. If any other person is appointed as proxy, he or she will not be permitted to attend the Court Meeting in person, but will be able to attend, submit written questions and vote at the Court Meeting remotely via the Virtual Meeting Platform as described above. If you wish to appoint a person other than the Chair, please insert the name of your chosen proxy holder in box 1 provided (see front page). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder’s name 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 Form of Proxy has been issued in respect of a designated account for a Scheme Shareholder, the full voting entitlement for that designated account). The Form of Proxy gives your proxy(ies) full rights to attend, submit written questions and vote (remotely, via the Virtual Meeting Platform). Any proxy appointed pursuant to this Form of Proxy will vote as indicated by this Form of Proxy ‘For’ or ‘Against’ the Scheme. For any other business arising at the Court Meeting (including any procedural motion or resolution not listed in the notice of the Court Meeting) the proxy appointed pursuant to this Form of Proxy will vote at his sole discretion.
- It is requested that the Form of Proxy, and any power of attorney or other authority under which it is executed (or duly certified copy of any such power or authority), must either be (a) sent (or delivered by hand during normal business hours) to the Company’s registrars, Equiniti, of Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA in the envelope provided or (b) lodged using the CREST electronic proxy appointment service in accordance with the procedures set out in the CREST Manual or (c) registered through the Equiniti website at www.sharevote.co.uk or Equiniti online portfolio service at www.shareview.co.uk as set out below, in each case, so as to arrive no later than 11.00 a.m. (London time) on 14 January 2021 or, if the Court Meeting is adjourned, 48 hours before the time fixed for the adjourned Court Meeting (excluding any part of such 48 hour period falling on a non-working day). However, if not so lodged, the Form of Proxy may be emailed to proxyvotes@equiniti.com at any time prior to the commencement of the Court Meeting. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a “**CREST Proxy Instruction**”) must be properly authenticated in accordance with the specifications of Euroclear and must contain the information required for such instructions as described in the CREST Manual. The message (regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by Equiniti (ID: RA19) not later than 48

hours (excluding any part of such 48 hour period falling on a non-working day) before the time fixed for the Court Meeting or any adjournment thereof. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Equiniti are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. If the CREST proxy appointment or instruction is not received by this time, the Form of Proxy may be emailed to proxyvotes@equiniti.com any time prior to the commencement of the Court Meeting or any adjournment thereof. Where the proxy is returned by post, the pre-paid envelope enclosed does not require a stamp if posted in Great Britain, the Channel Islands or Northern Ireland. Alternatively, Scheme Shareholders who prefer to register the appointment of their proxy online can do so through the Equiniti website at www.sharevote.co.uk where full instructions on the procedure are given. The Voting ID, Task ID and SRN printed on the Form of Proxy will be required to use this electronic proxy appointment system. Scheme Shareholders who have already registered with the Equiniti online portfolio service, Shareview, can appoint their proxy online via their portfolio at www.shareview.co.uk. A proxy appointment made online or electronically will not be valid if received by Equiniti after 11.00 a.m. (London time) on 14 January 2021 (or, in the case of an adjourned meeting, later than 48 hours prior to the time and date set for the adjourned meeting, excluding any part of such 48 hour period falling on a non-working day). Please note that any electronic communication found to contain a computer virus will not be accepted. A proxy appointment sent by CREST may be treated as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001. The CREST Manual is available by logging on to www.euroclear.com.

- Please indicate how you wish to vote with a signature in either the box marked “FOR the Scheme” or the box marked “AGAINST the Scheme”. Unless otherwise instructed, the person appointed as proxy will exercise his/her discretion as to any business other than the resolution to approve the Scheme (including amendments to the resolution and any procedural business, including any resolution to adjourn) which may come before the Court Meeting. CREST members and, where applicable, their CREST sponsors should also note that an option to withhold a vote may be available on CREST; 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’ and ‘Against’ the resolution to approve the scheme or in relation to any other business that comes before the Court Meeting.
- Only those Scheme Shareholders registered in the register of shareholders of the Company as at 6.30 p.m. (London time) on 14 January 2021 or, if the Court Meeting is adjourned, as at 6.30 p.m. (London time) on the day that is two days prior to the Court Meeting, will be entitled to attend or vote at the Court Meeting in respect of the number of Scheme Shares registered in their name at that time. Changes to entries on the relevant register of shareholders after 6.30 p.m. (London time) on 14 January 2021, or, if the Court Meeting is adjourned, after 6.30 p.m. (London time) on the day that is two days prior to the Court Meeting, will be disregarded in determining the rights of any person to attend or vote at the Court Meeting.
- If you wish to appoint more than one proxy in respect of your shareholding, tick the box where indicated and photocopy the Form of Proxy or contact the Company’s registrars, Equiniti, by telephone on +44 (0) 333 207 6563 for further Forms of Proxy. Lines are open from 9.00 a.m. to 5.00 p.m. (London time) Monday to Friday (except English and Welsh public holidays). Calls will be charged at national or international rates as the case may be. Different charges may apply to calls from mobile telephones. Please note that calls may be recorded and Equiniti cannot provide legal, tax or financial advice, or advice on the merits of the Scheme. Please ensure that all of the multiple Forms of Proxy in respect of one registered holding of Scheme Shares are sent to the Company’s registrars, Equiniti Limited, of Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA using the pre-paid envelope provided.
- In the case of joint holders, any one holder may vote. If more than one holder is present at the meeting, or purports to appoint a proxy, only the vote of, or appointment made by, the senior holder will be accepted, seniority being determined by the order in which the names appear on the register.
- A Scheme Shareholder which is a corporation may authorise a person or persons to act as its representative(s) at the Court Meeting. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual Scheme Shareholder of the Company, provided that it does not do so in relation to the same shares.
- Any alterations to this Form of Proxy must be initialised by the person who signs it.
- Neither the death nor the insanity of a Scheme Shareholder who has appointed a proxy, nor the revocation or termination by a Scheme Shareholder of the appointment of a proxy (or of the authority under which the appointment was made), shall invalidate the proxy or the exercise of any of the rights of the proxy thereunder, unless notice of such death, insanity, revocation or termination shall have been either received by Equiniti at the address specified for receipt of the Forms of Proxy not less than 48 hours before the commencement of the Court Meeting or adjournment thereof (excluding any part of such 48 hour period falling on a non-working day) or by email at the email address specified for receipt of the Forms of Proxy any time prior to the commencement of the Court Meeting.
- You may not use any electronic address provided either in this Form of Proxy, in the Notice of Court Meeting or in any related documents to communicate with the Company for any purposes other than those expressly stated.
- If you have any questions relating to the Form of Proxy, please call Equiniti between 9.00 a.m. and 5.00 p.m. (London time) Monday to Friday (except English and Welsh public holidays) on +44 (0) 333 207 6563. Calls will be charged at national or international rates as the case may be. Different charges may apply to calls from mobile telephones. Please note that calls may be recorded and Equiniti cannot provide legal, tax or financial advice, or advice on the merits of the Scheme.