

# M&C SAATCHI PLC

## Attendance Card

### M&C Saatchi Plc (The “Company”) – General Meeting

General Meeting of M&C Saatchi plc to be convened at the offices of CMS Cameron McKenna Nabarro Olswang LLP, Cannon Place, 78 Cannon Street, London EC4N 6AF at 10.30 a.m. on 19 August 2022 (or as soon afterwards as the separate meeting of the holders of ordinary shares in the Company convened by the Court shall have been concluded or adjourned).

Shareholder reference Number:

Please detach this portion before posting this proxy form.

Form of Proxy – General Meeting to be held at 10.30 a.m. on 19 August 2022



Cast your Proxy online...**It's fast, easy and secure!**

**www.investorcentre.co.uk/eproxy**

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 917955

SRN:

PIN:



View the Notice of General Meeting online: **www.mcsaatchiplc.com**

Register at **www.investorcentre.co.uk** - elect for electronic communications & manage your shareholding online!

**To be effective, all proxy appointments must be lodged with the Company's Registrars at: Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE by 17 August 2022 at 10.30 a.m.**

#### Notes:

- Terms defined in the scheme document dated 17 June 2022 sent by the Company to shareholders relating to a scheme of arrangement (the "Scheme Document") shall apply in this form of proxy unless the context otherwise requires. Full details of the resolutions to be proposed at the General Meeting, with explanatory notes, are set out in the "Notice of M&C Saatchi General Meeting" which is set out in the Scheme Document. Before completing this form of proxy, please also read the section headed "Action to be taken by M&C Saatchi Shareholders" set out in the Scheme Document.
- A shareholder may appoint a proxy or proxies (who need not be a shareholder of the Company) to exercise all or any of his/her rights to attend, speak and vote at the General Meeting. You are strongly encouraged to appoint the Chairman of the Court Meeting as your proxy. If you wish to appoint a proxy other than the Chairman of the General Meeting, delete the words "the Chairman of the General Meeting or" and insert the name of your proxy in the space provided. The Chairman of the General Meeting will act as your proxy (whether or not such deletion is made), if no other name is inserted. If you wish to restrict the rights of your proxy(ies) please cross out either or both of the words 'speak' or 'vote' as you feel appropriate.
- 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 proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
- A shareholder can appoint more than one proxy in relation to the General Meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him/her. To appoint more than one proxy you may photocopy this form indicating on each copy the name of the proxy you wish to appoint and the number of shares in respect of which the proxy is appointed or alternatively call Computershare during business hours on +44 (0)370 889 4044. Computershare will then issue you with multiple proxy forms. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned to Computershare in the same envelope, if possible. If the form of proxy is signed by someone else on your behalf, their authority to sign must be returned with the form of proxy. If the shareholder is a corporation, the form of proxy must be executed under its common seal or signed by an officer, attorney or other person duly authorised by the corporation.
- To be valid, completed forms of proxy (together with any power of attorney or other authority under which they are signed, or a notarially certified copy of such authority) must be returned so as to arrive at the offices of the Company's registrar, Computershare Investor Services Plc at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE, United Kingdom not later than 10.30 a.m. on 17 August 2022, or if the General Meeting is adjourned, at least 48 hours before the start of the adjourned meeting (excluding any part of a day that is not a working day). This form of proxy may not be emailed to the Company on the day of the General Meeting.
- Where two or more forms of proxy are delivered for use in respect of the same shares, the one which has been received last (regardless of when it was signed or by what means it was delivered) shall be treated as replacing and revoking the others which have been delivered. If it cannot be determined which form of proxy was received last, none of the forms shall be treated as valid in respect of those shares.
- Where the aggregate number of shares in respect of which proxies are appointed exceeds a shareholder's entire holding and it is not possible to determine the order in which they were sent or received (or they were all sent or received at the same time), the number of votes attributed to each proxy will be reduced pro rata (on the basis that as far as possible, conflicting forms of proxy should be judged to be in respect of different shares).
- If conflicting proxies are sent or received at the same time in respect of (or deemed to be in respect of) a shareholder's entire holding, none of them shall be treated as valid.
- The 'Vote withheld' option on the form of proxy is provided to enable you to abstain on the resolutions. 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 resolutions.
- Shareholders who hold shares through CREST and who wish to appoint a proxy or proxies for the General Meeting or any adjournment(s) of it by using the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- 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 & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The CREST Proxy Instruction, 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 Computershare (ID 3RA50) not later than 10.30 a.m. on 17 August 2022, or if the General Meeting is adjourned, at least 48 hours before the start of the adjourned meeting (excluding any part of a day that is not a working day). 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 Computershare is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. 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/her CREST sponsor or voting service provider(s) take(s)) 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 sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
  - The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
  - Completion and return of a form of proxy, or the appointment of proxies through CREST, will not preclude a shareholder from attending the General Meeting and voting in person.
  - Shareholders entitled to attend and vote at the General Meeting may appoint a proxy electronically by logging on to [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy) and follow the instructions therein. For an electronic proxy to be valid, the appointment must be received by 10.30 a.m. 17 August 2022, or if the General Meeting is adjourned, no later than 48 hours before the time and date set for the General Meeting (excluding any part of a day that is not a working day). Please note that any electronic communication found to obtain a computer virus will not be accepted.
  - Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the General Meeting and the number of votes that may be cast at the General Meeting will be determined by reference to the register of members of the Company at 6.00 p.m. (London time) on the day which is two days prior to the date of the General Meeting (or, if the General Meeting is adjourned, 6.00 p.m. on the day which is two days before the date of such adjourned meeting (excluding any part of a day that is not a working day)). Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the General Meeting.
  - In the case of joint holders, the vote of the senior who tenders a vote, whether in person, or by proxy, will be accepted to the exclusion of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
  - The statement of rights of shareholders in relation to the appointment of proxies described in these notes does not apply to nominated persons (defined below). Such rights can only be exercised by shareholders.
  - Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that they do not do so in relation to the same shares.
  - Any shareholder attending the General Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the General Meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the General Meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the General Meeting that the question be answered.
  - A copy of the notice of General Meeting, and other information required by section 311A of the Companies Act 2006, can be found at <https://mcsaatchiplc.com>. You may not use this electronic address or any other any electronic address provided either in this form of proxy or in any related documents to communicate with the Company for any purposes other than those expressly stated.
  - Neither the death nor the incapacitation of a shareholder who has appointed a proxy, nor the revocation or termination by a shareholder of the appointment of a proxy (or the authority under which the appointment was made), shall invalidate the proxy of the exercise of any of the rights of the proxy thereunder, unless notice of such death, incapacitation, revocation or termination shall have been received by the Company at the address specified for receipt of the Forms of Proxy not less than 24 hours before the commencement of the General Meeting or adjournment thereof.
  - Any alterations to this form of proxy should be initialled.
  - If you have any questions relating to this form of proxy, please contact our Registrar, Computershare by email at [WebQueries@computershare.co.uk](mailto:WebQueries@computershare.co.uk) or, please ring Computershare on the helpline on 0370 889 4044. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales. The helpline cannot provide advice on the merits of the Special Resolution nor give any financial, legal or tax advice.

# M&C SAATCHI PLC

## Attendance Card

### M&C Saatchi Plc (The “Company”) – Court Meeting

IN THE HIGH COURT OF JUSTICE NO. CR-2022-001515  
BUSINESS AND PROPERTY COURTS OF ENGLAND AND  
WALES COMPANIES COURT (CHD)  
IN THE MATTER OF M&C SAATCHI PLC AND  
IN THE MATTER OF THE COMPANIES ACT 2006

By an order dated 15 June 2022 made pursuant to section 896 of the Companies Act 2006 in the matter of the Company, the Court has granted permission for a meeting (the "Court Meeting") of the Scheme Shareholders (as defined in the scheme document of the Company dated 17 June 2022 accompanying this form of proxy (the "Scheme Document")) to be convened for the purposes of considering and, if thought fit, approving (with or without modification) a scheme of arrangement pursuant to Part 26 of the Companies Act 2006 between the Company and the Scheme Shareholders referred to in the notice convening the Court Meeting (the "Scheme") and that such Court Meeting be held at the offices of CMS Cameron McKenna Nabarro Olswang LLP, Cannon Place, 78 Cannon Street, London EC4N 6AF at 10.00 a.m. on 19 August 2022.

Shareholder reference Number:

Please detach this portion before posting this proxy form.

Form of Proxy – Court Meeting to be held at 10.00 a.m. on 19 August 2022



Cast your Proxy online...**It's fast, easy and secure!**

**www.investorcentre.co.uk/eproxy**

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 917954

SRN:

PIN:



View the Notice of Court Meeting online: **www.mcsaatchiplc.com**

Register at **www.investorcentre.co.uk** - elect for electronic communications & manage your shareholding online!

**To be effective, all proxy appointments must be lodged with the Company's Registrars at: Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE by 17 August 2022 at 10.00 a.m.**

#### Notes:

- Terms defined in the Scheme Document dated 17 June 2022 sent by the Company to shareholders shall apply in this form of proxy unless the context otherwise requires. Full details of the resolution to be proposed at the Court Meeting, with explanatory notes, are set out in the "Notice of the M&C Saatchi Court Meeting", which is set out in the Scheme Document. Before completing this form of proxy, please also read the section headed "Action to be taken by M&C Saatchi Shareholders" set out in the Scheme Document.
- A shareholder may appoint a proxy or proxies (who need not be a shareholder of the Company) to exercise all or any of his/her rights to attend, speak and vote at the Court Meeting. You are strongly encouraged to appoint the Chairman of the Court Meeting as your proxy. If you wish to appoint a proxy other than the Chairman of the Court Meeting, delete the words "the Chairman of the Court Meeting or" and insert the name of your proxy in the space provided. The Chairman of the Court Meeting will act as your proxy (whether or not such deletion is made), if no other name is inserted. If you wish to restrict the rights of your proxy(ies) please cross out either or both of the words 'speak' or 'vote' as you feel appropriate.
- 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 proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
- A shareholder can appoint more than one proxy in relation to the Court Meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him/her. To appoint more than one proxy you may photocopy this form indicating on each copy the name of the proxy you wish to appoint and the number of shares in respect of which the proxy is appointed or alternatively please contact our Registrar, Computershare by email at [WebQueries@computershare.co.uk](mailto:WebQueries@computershare.co.uk), or you may call Computershare on 0370 889 4044. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales. Computershare will then issue you with multiple proxy forms. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned to Computershare in the same envelope. If the form of proxy is signed by someone else on your behalf, their authority to sign must be returned with the form of proxy. If the shareholder is a corporation, the form of proxy must be executed under its common seal or signed by an officer, attorney or other person duly authorised by the corporation.
- To be valid, completed forms of proxy for the Court Meeting should be returned in accordance with the instructions set out in the Scheme Document and herein so as to arrive at the offices of the Company's registrar, Computershare at The Pavilions, Bridgwater Road, Bristol BS13 8AE, United Kingdom not later than 10.00 a.m. on 17 August 2022, or if the Court Meeting is adjourned, at least 48 hours before the start of the adjourned meeting (excluding any part of a day that is not a working day). If this proxy form is not returned to Computershare by 10.00 a.m. on 17 August 2022, shareholders may still complete this proxy form and it may be presented in person to the Chairman of the Court Meeting or the relevant representative of Computershare at the Court Meeting, before the commencement of the Court Meeting.
- Where two or more forms of proxy are delivered for use in respect of the same shares, the one which has been received last (regardless of when it was signed or by what means it was delivered) shall be treated as replacing and revoking the others which have been delivered. If it cannot be determined which form of proxy was received last, none of the forms shall be treated as valid.
- Where the aggregate number of shares in respect of which proxies are appointed exceeds a Scheme Shareholder's entire holding and it is not possible to determine the order in which they were sent or received (or they were all sent or received at the same time), the number of votes attributed to each proxy will be reduced pro rata (on the basis that as far as possible, conflicting forms of proxy should be judged to be in respect of different shares).
- If conflicting proxies are sent or received at the same time in respect of (or deemed to be in respect of) a Scheme Shareholder's entire holding, none of them shall be treated as valid.
- Please sign in the appropriate box, either the box entitled "FOR" or the box entitled "AGAINST", to indicate your voting instructions.
- Scheme Shareholders who hold shares through CREST and who wish to appoint a proxy or proxies for the Court Meeting or any adjournment(s) of it by using the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- 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 & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The

- CREST Proxy Instruction, 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 Computershare (CREST Participant ID 3RA50) not later than 10.00 a.m. on 17 August 2022, or if the Court Meeting is adjourned, at least 48 hours before the start of the adjourned meeting (excluding any part of a day that is not a working day). 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 Computershare is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- CREST members and, where applicable, their CREST sponsors, or voting service provider(s) should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. 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(s), to procure that his/her CREST sponsor or voting service provider(s) take(s)) 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 sponsors or voting system provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
  - The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (the "Regulations").
  - Completion and return of a form of proxy, or the appointment of proxies through CREST, will not preclude a shareholder from attending the Court Meeting and voting in person.
  - Scheme Shareholders entitled to attend and vote at the Court Meeting may appoint a proxy electronically by logging on to [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy) and follow the instructions therein. For an electronic proxy to be valid, the appointment must be received by 10.00 a.m. on 17 August 2022, or if the Court Meeting is adjourned, no later than 48 hours before the time and date set for the adjourned Court Meeting (excluding any part of a day that is not a working day). Please note that any electronic communication found to obtain a computer virus will not be accepted.
  - Pursuant to Regulation 41 of the Regulations, entitlement to attend and vote at the Court Meeting and the number of votes that may be cast at the Court Meeting will be determined by reference to the register of members of the Company at 6.00 p.m. (London time) on the day which is two days prior to the date of the Court Meeting (or, if the Court Meeting is adjourned, 6.00 p.m. on the day which is two days before the date of such adjourned meeting (excluding any part of a day that is not a working day)). Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the Court Meeting.
  - In the case of joint holders, the vote of the senior who tenders a vote, whether in person, or by proxy, will be accepted to the exclusion of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
  - The statement of rights of Scheme Shareholders in relation to the appointment of proxies described in these notes of Court Meeting does not apply to nominated persons (as defined below). Such rights can only be exercised by Scheme Shareholders.
  - Neither the death nor the incapacitation of a Scheme Shareholder who has appointed a proxy, nor the revocation or termination by a shareholder of the appointment of a proxy (or the authority under which the appointment was made), shall invalidate the proxy of the exercise of any of the rights of the proxy thereunder, unless notice of such death, incapacitation, revocation or termination shall have been received by the Company at the address specified for receipt of the Forms of Proxy not less than 24 hours before the commencement of the Court Meeting or adjournment thereof.
  - 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.
  - Any alterations to this form of proxy should be initialled.
  - If you have any questions relating to this form of proxy, please contact our Registrar, Computershare by email at [WebQueries@computershare.co.uk](mailto:WebQueries@computershare.co.uk), or you may call Computershare on 0370 889 4044. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales. The helpline cannot provide advice on the merits of the Scheme nor give any financial, legal or tax advice.

Please detach this portion before returning the form to the registrar

Proxy Form – M&C Saatchi Plc (The “Company”) – Court Meeting

In the High Court of Justice No. CR-2022-001515 Business and Property Courts of England and Wales, Companies Court (ChD) In the matter of M&C Saatchi plc and In the matter of the Companies Act 2006

Form of proxy for use at the Court Meeting of the Company to be convened at 10.00 a.m. on 19 August 2022 or at any adjournment thereof.

Before completing this form, please read the explanatory Notes overleaf

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

PLEASE MARK “X” IN THE APPROPRIATE BOX BELOW TO INDICATE HOW YOU WISH YOUR VOTE TO BE CAST.

I/We being (a) member/members of the Company, appoint the Chairman of the Court Meeting or (see Note 2 overleaf)

Name of proxy (please complete this box only if you wish to appoint a proxy other than the Chairman – see Note 2 overleaf)

	Number of Scheme Shares proxy appointed over (see Note 3 overleaf)	
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as my/our proxy to exercise all or any of my/our rights to attend and to speak and vote (see Note 2 overleaf) in my/our name(s) and on my/our behalf at the Court Meeting of the Company, to be held at 10.00 a.m. on 19 August 2022 in person or at any adjournment of that meeting. I/We have indicated how I/we wish my/our proxy to vote on the following resolution by marking the appropriate box. I/We further authorise my/our proxy to vote on any other resolutions, amendments to resolutions and any other business that may properly be put to the Court Meeting as my/our proxy thinks fair.

RESOLUTION	For	Against
To vote in favour of the Scheme, mark “X” in the box marked “For”, or if you wish to vote against the Scheme, mark “X” in the box marked “Against”.	<input type="checkbox"/>	<input type="checkbox"/>

Signature:	Date:

This form of proxy must be signed and dated before it is posted to Computershare Investor Services PLC (see Note 5 overleaf).

Please detach this portion before returning the form to the registrar

Proxy Form – M&C Saatchi Plc (The “Company”) – General Meeting

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

PLEASE MARK “X” IN THE APPROPRIATE BOX BELOW TO INDICATE HOW YOU WISH YOUR VOTE TO BE CAST.

I/We being (a) member/members of the Company, appoint the Chairman of the General Meeting or (see Note 2 overleaf)

Name of proxy (please complete this box only if you wish to appoint a proxy other than the Chairman – see Note 2 overleaf)

	Number of shares proxy appointed over (see Note 3 overleaf)	
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as my/our proxy to exercise all or any of my/our rights to attend and to speak and vote (see Note 2 overleaf) in my/our name(s) and on my/our behalf at the General Meeting of the Company, to be held at 10.30 a.m. on 19 August 2022 (or as soon afterwards as the separate meeting of the holders of ordinary shares in the Company convened by the Court shall have been concluded or adjourned) in person or at any adjournment of that meeting. I/We have indicated how I/we wish my/our proxy to vote on the following resolutions by marking the appropriate box. I/We further authorise my/our proxy to vote on any other resolutions, amendments to resolutions and any other business that may properly be put to the General Meeting as my/our proxy thinks fair. If no indication is given, the proxy will vote or abstain at his/her discretion

SPECIAL RESOLUTION	For	Against	Vote Withheld
1. For the purpose in each case of giving effect to the Scheme:	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(a) to authorise the directors of the Company to take all necessary and appropriate action;			
(b) to amend the articles of association of the Company; and			
(c) to re-register the Company as a private limited company.			

Signature:	Date:

This form of proxy must be signed and dated before it is posted to Computershare Investor Services PLC (see Note 5 overleaf).