

Attendance Card

Cancelled

The Chairman of Ei Group plc (the "Company") invites you to attend the Court Meeting of the Company to be held at **CMS Cameron McKenna Nabarro Olswang LLP, Cannon Place, 78 Cannon Street, London EC4N 6AF** on **12 September 2019, at 10.00 a.m.**

Please bring this card with you to the Court Meeting and present it at Shareholder registration/accreditation. You are advised to arrive at least 15 minutes before the start of the meeting to allow time for registration.

Please detach this portion before posting this Form of Proxy.

Form of Proxy - Court Meeting to be held on 12 September 2019

Please read the notice of the Court Meeting (the "Notice") and the explanatory notes set out in Part 10 and the section titled "Action to be taken" of the Scheme Document dated 15 August 2019 accompanying this Form of Proxy (the "Scheme Document") and the notes below before completing this form.



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: 916004

SRN:

PIN:



View the Scheme Document and Notice of Court Meeting online: www.eigroupplc.com

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

If you wish to appoint a proxy, please deliver this Form of Proxy by post or, during normal business hours, by hand, to the Company's Registrar (at the address specified in Explanatory Note 11 below) so as to be received by no later than 10.00 a.m. on 10 September 2019 (or, in the case of an adjourned meeting, by not later than 48 hours before the time appointed for holding such adjourned meeting), (excluding any part of a day that is not a working day) or alternatively hand this Form of Proxy to the Chairman of the Court Meeting or to the Company's Registrar at the venue of the Court Meeting, before the taking of the poll at the Court Meeting (or any adjournment thereof).

Explanatory Notes:

- Full details of the resolution to be proposed at the Court Meeting, with explanatory notes, are set out in the Scheme Document. All capitalised but undefined terms in this Form of Proxy and these Explanatory Notes shall have the meanings set out in the Scheme Document.
- Every Scheme Shareholder who is entitled to attend and vote at the Court Meeting has the right to appoint some other person(s) of his choice, who need not be a Scheme Shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on a poll on his behalf at the Court Meeting (and at any adjournments thereof). If you wish to appoint a person other than the Chairman of the Court Meeting, please insert the name of your chosen proxy holder in the space provided (see reverse). Your proxy will vote as you indicate.
- Each Scheme Shareholder who is entitled to attend and vote at the Court Meeting is entitled to appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to different shares held by such holder. To appoint more than one proxy, additional proxy form(s) may be obtained by contacting the Registrar's helpline on +44 (0)370 889 4080 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of Scheme Shares in relation to which they are authorised to act as your proxy. If that box is 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 Scheme Shareholder, the full voting entitlement for that designated account). Please also indicate by marking the box provided 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.
- This Form of Proxy must be executed by or on behalf of the Scheme Shareholder making the appointment. A corporation may execute this Form of Proxy either under its common seal or signed by an officer, an attorney or another person authorised to sign it. Any power of attorney or any other authority under which this Form of Proxy is signed (or a notarially certified copy of such power or authority) must be included with the Form of Proxy.
- If two or more valid, but differing, appointments of proxy are delivered or received in respect of the same share, the one which is first validly delivered or received (regardless of its date or of the date of its execution) shall be treated as replacing and revoking the other or others as regards that share. If the Company is unable to determine which instrument was last validly delivered or received, none of them shall be treated as valid in respect of that share.
- Only those members registered in the register of members of the Company as at 6.00 p.m. on 10 September 2019 or, if the Court Meeting is adjourned, 6.00 p.m. on the date which is two days before the date of such adjourned meeting (excluding any part of a day that is not a working day) shall be entitled to attend and vote at the Court Meeting in respect of the number of Scheme Shares registered in their names at the relevant time. Changes to entries on the register of members of the Company after the relevant time will be disregarded in determining the rights of any person to attend, speak and vote at the Court Meeting, or at any adjournment thereof.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on +44 (0)370 889 4080 to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service.
- This Form of Proxy must be signed in order to be valid. Any alterations made to this form should be initialled.
- The completion and return of this Form of Proxy will not preclude a Scheme Shareholder from attending the meeting and voting in person at the Court Meeting or any adjournment thereof. Attending and voting in person will override any previously lodged proxy.
- In the case of joint holders of any Scheme Shares, the vote of the senior who tenders the vote, whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the Scheme Shares in respect of the joint holding (the first named being most senior).
- If you wish to return this Form of Proxy by post, please complete and sign this Form of Proxy and return it (and the power of attorney or other authority, if any, under which it is signed (or a notarially certified copy of such power or attorney)) in accordance with the reply paid envelope (if posting within the UK) to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY. If you wish to return this Form of Proxy by hand (during normal business hours), please complete and sign this Form of Proxy and hand it (and the power of attorney or other authority, if any, under which it is signed (or a notarially certified copy of such power or attorney)) to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS13 8AE, United Kingdom. To be valid, proxies must be received by Computershare Investor Services PLC by no later than 10 September 2019 at 10.00 a.m., or in the case of an adjourned meeting, by not later than 48 hours before the time appointed for holding such adjourned meeting (excluding any part of a day that is not a working day). You may also hand this Form of Proxy to the Chairman of the Court Meeting or to the Company's Registrar at the venue of the Court Meeting, before the taking of the poll at the Court Meeting (or any adjournment thereof).
- CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service for the Court Meeting and any adjournment(s) thereof may do so by using the procedures described in the CREST Manual (available at www.euroclear.com). 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. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 10 September 2019 at 10.00 a.m., or in the case of an adjourned meeting, by not later than 48 hours before the time appointed for holding such 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 generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001.
- As an alternative to completing this hard copy Form of Proxy, you may appoint your proxy (or proxies) electronically by logging on to www.investorcentre.co.uk/proxy and entering your Control Number, Shareholder Reference Number and PIN, as shown on this Form of Proxy. Full details for the procedure for appointing a proxy electronically are on the website. In order for an online proxy vote to be valid it must be received by Computershare by not later than 10.00 a.m. on 10 September 2019 (or, if the meeting is adjourned, 48 hours prior to the adjourned meeting) (excluding any part of a day that is not a working day).
- Certain items will not be permitted in the meeting. These include cameras, recording equipment, items of any nature with potential to cause disorder and such other items as the Chairman of the meeting may specify. We reserve the right to confiscate these items for the duration of the meeting if they are used to record or otherwise disrupt the meeting.
- If you have any questions relating to the completion and return of this Form of Proxy, please call the helpline provided by Computershare Investor Services PLC on 0370 889 4080 (if calling from within the UK) or +44 (0)370 889 4080 (if calling from outside the UK). 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. The helpline is open between 8.30 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Computershare cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

All Named Holders

Cancelled

Form of Proxy

Please read this Form of Proxy (including the accompanying explanatory notes), the notice convening the Court Meeting and its explanatory notes set out in Part 10 and the section entitled "Action to be taken" in the Scheme Document before completing this form.



* **

***Insert in this box the number of Scheme Shares in relation to which your proxy is entitled to act, in the event that this is lower than your total holding of Scheme Shares.*

I/We, being a shareholder of the Company who holds Scheme Shares and am/are entitled to attend, speak and vote at the Court Meeting, hereby appoint the Chairman of the Court Meeting OR the person indicated in the box above* as my/our proxy to attend, speak and vote on a poll in respect of my/our voting entitlement** on my/our behalf at the Court Meeting of Ei Group plc to be held at CMS Cameron McKenna, Nabarro Olswang LLP, Cannon Place, 78 Cannon Street, London, EC4N 6AF on **12 September 2019 at 10.00 a.m.**, and at any adjourned meeting for the purposes of considering and, if thought fit, approving (with or without modification) the proposed scheme of arrangement pursuant to Part 26 of the Companies Act 2006 (the "Scheme") in accordance with the terms of the notice convening the Court Meeting dated 15 August 2019 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.

* For the appointment of a person other than the Chairman of the Court Meeting, please refer to Explanatory Note 2 (see front).

** For the appointment of more than one proxy, please refer to Explanatory Note 3 (see front).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.
Please use a black pen.

IMPORTANT: if you wish to vote for the Scheme, sign the box marked "FOR the Scheme", or if you wish to vote against the Scheme, sign the box marked "AGAINST the Scheme".

PLEASE SIGN IN ONLY ONE OF THE BOXES BELOW. THE FORM MUST BE SIGNED IN ORDER TO BE VALID. HOWEVER, IF YOU SIGN MORE THAN ONE BOX THIS FORM OF PROXY WILL BE INVALID.

I/We instruct my/our proxy as indicated below.

Cancelled

FOR the Scheme

AGAINST the Scheme

Signature

Signature

Date

If signing on behalf of a company, please enter the company name below in block capitals and state your official capacity.

Company Name

Official Capacity

If this Form of Proxy is not returned by the specified time, it may be handed to the Chairman of the Court Meeting or to the Company's Registrar at the venue of the Court Meeting before the taking of the poll at the Court Meeting.

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

