

Cancelled

The Chairman of Ei Group plc (the "Company") invites you to attend the General 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 10.15 a.m.** (or as soon thereafter as the Court Meeting shall have concluded or been adjourned).

Shareholder Reference Number

Please detach this portion before posting this Form of Proxy.

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



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

www.investorcentre.co.uk/eproxy

Control Number: 916003 SRN:

PIN:

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

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

Register at www.investorcentre.co.uk - manage your shareholding online, the easy way!

To be effective, all proxy appointments must be lodged with the Company's Registrar at:

Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 10 September 2019 at 10.15 a.m. (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)).

Explanatory Notes:

- Only holders of ordinary shares, or their duly appointed representatives, are entitled to attend, speak and vote at the meeting. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as their proxy to exercise all or any of their rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). Please indicate with an "X" in the box provided how you wish your vote to be cast. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise their discretion as to whether, and if so how, they vote (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise their discretion as to whether, and if so how, they vote).
- Each holder 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, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0370 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 shares in relation to which he is 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 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 Shareholder making the appointment. A corporation may execute the Form of Proxy either under its common seal or signed by an officer, an attorney or other 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 last 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.
- The 'Vote Withheld' option overleaf is provided to enable you to abstain on the resolution. However, it should be noted that 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.
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 6.00 p.m. on the day which is two days before the day of the 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 meeting.
- When you have completed and signed this Form of Proxy please detach it and send it in accordance with the reply paid envelope (if posting within the UK) or by post, courier or hand to Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY. To be valid, the completed Form of Proxy and power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be received by the Company's registrar, Computershare, by no later than 10.15 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).
- CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service for the General 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 10.15 a.m. on 10 September 2019 (or in the case of an adjournment, no later than 48 hours (excluding any part of a day that is not a working day) before the time fixed for the holding of the adjourned meeting). 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 10.15 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)).
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0370 889 4080 to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service.
- Any alterations made to this form should be initialled.
- The completion and return of this Form of Proxy will not preclude a member from attending the meeting and voting in person. Attending and voting in person will override any previously lodged proxy.
- In the case of joint holders, only one need sign the Form of Proxy. If more than one Form of Proxy is received in respect of a joint holding, the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s). 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 relevant joint holding (the first named being the most senior).
- 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 Computershare on 0370 889 4080 from within the UK or +44 (0) 370 889 4080 if calling from outside the UK. Lines are open between 8.30 a.m. and 5.30 p.m. (London time) Monday to Friday (excluding public holidays in England and Wales). Calls to the helpline from outside the UK will be charged at applicable international rates. 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 Scheme nor give any financial, legal or tax advice.

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 General Meeting and its explanatory notes set out in Part 11 and the section entitled "Action to be taken" in the Scheme Document dated 15 August 2019 containing the notice convening the General Meeting (the "Scheme Document") before completing this form.

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



I/We, being a shareholder of the Company, and entitled to attend, speak and vote at the General Meeting, hereby appoint the Chairman of the Meeting OR the person indicated in the box above* as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement** on my/our behalf at the General 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 10.15 a.m.** (or as soon thereafter as the Court Meeting shall have concluded or been adjourned), and at any adjourned meeting.

* For the appointment of a person other than the Chairman of the General Meeting, please refer to Explanatory Note 1 (see front).
** For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



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

PLEASE INDICATE WITH AN "X" HOW YOU WISH YOUR VOTE TO BE CAST IN RESPECT OF THE RESOLUTION.

Cancelled

SPECIAL RESOLUTION
THAT:

For	Against	Vote Withheld
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

- the directors of the Company be authorised to take all such actions as they may consider necessary or appropriate for carrying the Scheme into effect; and
- with effect from the passing of this resolution, the articles of association of the Company be amended by the adoption and inclusion of the new Article 146, as set out in the notice of the General Meeting.

Capitalised terms used in this Form of Proxy (and the resolution contained therein) have the same meaning as given to them in the Scheme Document save where the context requires otherwise.

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

[Signature box]

____/____/____

In the case of a corporation, this Form of 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).

