

Attendance Card

Please bring this card with you to the Court Meeting and present it at Shareholder registration/accreditation.



A Court Meeting of the Company convened with the permission of the Court under Part 26 of the Companies Act 2006 will be held at **21 Lombard Street, London EC3V 9AH on 29 August 2017 at 10.00 a.m.**

Shareholder Reference Number

Please detach this portion before posting this proxy form.

Form of Proxy – Court Meeting to be held on 29 August 2017

PLEASE READ THE NOTICE CONVENING THE COURT MEETING TO BE HELD ON 29 AUGUST 2017, THE EXPLANATORY NOTES SET OUT IN SUCH NOTICE AND THE SECTION ENTITLED “ACTION TO BE TAKEN” IN THE SCHEME DOCUMENT, WHICH HAS BEEN SENT TO SHAREHOLDERS, BEFORE COMPLETING THIS FORM OF PROXY.

	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: 914555 SRN: PIN:	
	View the Scheme Document and Notice of Meeting online: www.novae.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 BS99 6ZY by 10.00 a.m. on 24 August 2017

Explanatory Notes:

- Full details of the resolution to be proposed at the Court Meeting, with explanatory notes, are set out in the Notice of Court Meeting which is set out in the Scheme Document. Before completing this Form of Proxy, please also read "Action to be Taken" set out in the circular relating to the Scheme. Terms defined in the circular relating to the Scheme sent to members on 2 August 2017 shall apply in this Form of Proxy unless the context otherwise requires.
- Every Scheme Shareholder has the right to appoint some other person(s) of their 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 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). 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 (see reverse) 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 member, the full voting entitlement for that designated account). If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a Scheme Shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes). Unless instructed otherwise, the proxy may also exercise his discretion as to whether, and if so how, he votes on any other business (including amendments to the resolution) which may properly come before the Court Meeting.
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0370 707 1327 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 they are authorised to act as your proxy. 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.
- If two or more valid but differing Forms of Proxy are received in respect of the same share for use at the same meeting, the one which is last received (regardless of its date or the date of its signature) shall be treated as replacing and revoking the others as regards that share; if the Company is unable to determine which was last received, none of them shall be treated as valid in respect of that share.
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the Court 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 (excluding non-working days) before the day of the Court Meeting. 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.
- 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 10.00 a.m. on 24 August 2017, or if the meeting is adjourned, at least 48 hours before the start of the adjourned meeting (excluding any part of such 48 hour period falling on a non-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) of the Uncertificated Securities Regulations 2001.
- A Scheme Shareholder of the Company 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.
- In the case of joint holders, only 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.
- This Form of Proxy (i) in the case of an individual must either be signed by the appointor or his attorney; and (ii) in the case of a corporation must be either given under its common seal or be signed on its behalf by an attorney or a duly authorised officer of the corporation. Any signature on or authentication of such appointment need not be witnessed. Where an appointment of a proxy is signed on behalf of the appointor by an attorney, the power of attorney or a copy thereof certified notarially or in some other way approved by the Directors must be included with the proxy form.
- 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 707 1327 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 will not preclude a Scheme Shareholder from attending the Court Meeting and voting in person. If a Scheme Shareholder appoints a proxy or proxies and then decides to attend the Court Meeting in person and vote on a poll using his poll card, then the vote in person will override the proxy vote(s). If the vote in person is in respect of the Scheme Shareholder's entire holding, then all proxy votes will be disregarded. If the Scheme Shareholder votes at the meeting in respect of less than the Scheme Shareholder's entire holding and the Scheme Shareholder indicates on his poll card that all proxies are to be disregarded, then that shall be the case. If, however, the Scheme Shareholder does not specifically revoke proxies, then the vote in person will be treated in the same way as if it were the last received proxy and earlier proxies will only be disregarded to the extent that to count them would result in the number of votes being cast exceeding the Scheme Shareholder's entire holding.
- Any electronic address provided in this Proxy Form may not be used to communicate with the Company other than for those purposes expressly stated.
- The Court has appointed John Hastings-Bass, or failing him Matthew Fosh, or failing him any other director of the Company to act as Chairman of the Court Meeting and has directed the Chairman to report the result thereof to the Court.

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

Signature

Form of Proxy

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

By an order dated 27 July 2017 made in the matter of Novae 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 2 August (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 and that such meeting shall be held at 21 Lombard Street, London, EC3V 9AH on 29 August 2017 at 10.00 a.m. (the "Court Meeting") at which place and time all Scheme Shareholders are requested to attend.

Please complete this box only if you wish to appoint a third party proxy other than the Chairman. Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).

Empty box for appointing a third party proxy.

I/We 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 in respect of my/our full voting entitlement* on my/our behalf at the Court Meeting of Novae Group plc to be held at 21 Lombard Street, London EC3V 9AH on 29 August 2017 at 10.00 a.m., and at any adjourned meeting. And to vote for me/us and in my/our name for the Scheme or against the Scheme (with or without any changes, as my/our proxy may approve) as indicated below.

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

Input box for indicating multiple appointments.

Important: If you wish to vote for the Scheme, sign your name in the box marked "FOR the Scheme".

If you wish to vote against the Scheme, sign your name in the box marked "AGAINST the Scheme".

Only insert your signature once. If you sign both boxes, or if you do not sign in either box, then this Form of Proxy will be invalid.

Joint shareholders should refer to Explanatory Note 8 (see front).

FOR the Scheme:

Signature box for 'FOR the Scheme'.

AGAINST the Scheme:

Signature box for 'AGAINST the Scheme'.

Date:

Date input box with DD/MM/YY format.

If the Form of Proxy is not returned by the specified time, it may be handed to the Chairman of the Court Meeting or the Registrar at the Court Meeting before the start of the Court Meeting.