

# Form of proxy

## Sureserve Group plc Annual General Meeting

I/We .....

of .....

(Please insert full name(s) and address(es) in block letters)

being (a) member(s) of the above-named Company, hereby appoint the Chairman of the meeting or

.....

of .....

(see note 2 below)

as my/our proxy or proxies to attend, speak and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on 19 March 2019 at 10.00am at The Garden Room, City Of London Club, 19 Old Broad St, London EC2N 1DS and at any adjournment of that meeting and to vote at that meeting as indicated below.

Please tick here if this proxy appointment is one of multiple proxies being made (and refer to note 3). ☐

Please indicate how you wish your proxy or proxies to vote by inserting 'X' in the box below. Where no 'X' is inserted, and on any other resolutions proposed at the meeting, your proxy will vote or abstain from voting as he/she thinks fit.

Resolution	For	Against	Vote withheld
<b>Ordinary business</b>			
1. To receive and adopt the Company's Annual Report and Accounts for the year ended 30 September 2018, together with the Directors' Report and the Auditor's Report thereon (ordinary resolution)			
2. To declare a final dividend of 0.25 pence per ordinary share (ordinary resolution)			
3. To reappoint RSM UK Audit LLP as auditor and to authorise the Directors to fix the remuneration of the auditor (ordinary resolution)			
4. To re-elect Bob Holt as a Director (ordinary resolution)			
5. To re-elect Michael McMahon as a Director (ordinary resolution)			
6. To re-elect Robert Legget as a Director (ordinary resolution)			
7. To re-elect Derek Zissman as a Director (ordinary resolution)			
8. To elect/re-elect Christopher Mills as a Director (ordinary resolution)			
9. To authorise the Directors to allot shares and to grant rights to subscribe for or to convert any security into shares pursuant to section 551 of the Act and to allot equity securities by way of rights issue (ordinary resolution)			
<b>Special business</b>			
10. To authorise the Directors to allot equity securities pursuant to section 570 of the Act (special resolution)			
11. To approve the purchase of shares pursuant to section 701 of the Act (special resolution)			
<b>Ordinary business</b>			
12. To authorise the Directors to adopt and establish the Sureserve Group plc Long Term Incentive Plan (2019)			
13. To authorise the Directors to adopt and establish the Sureserve Group plc Special Incentive Award Plan (2019)			

Number of share(s) (see note 3)

Names .....  
(Block letters)

Address(es) .....

.....

(Block letters)

Dated .....

Signature .....

or Common Seal .....

## Notes:

1. All members are entitled to attend and vote at the meeting, whether or not they have returned a form of proxy. If you have appointed a proxy and attend the Annual General Meeting in person and vote, your proxy appointment will automatically be terminated.
2. If you wish to appoint a proxy other than the Chairman of the meeting, delete the words 'the Chairman of the Meeting or' and insert the full name and address of the proxy or proxies you wish to appoint and initial the alternation. If you leave this space blank, the Chairman of the meeting will be appointed your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the Annual General Meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
3. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. If you are appointing more than one proxy you must indicate the number of shares in respect of which you are making this appointment; you should include the number in the box provided for your first named proxy and obtain (an) additional form(s) of proxy from the Company's Registrars, Link Asset Services, 34 Beckenham Road, Beckenham, Kent BR3 4TU by phone on 0871 664 0300 from the UK (calls cost 12 pence per minute plus network extras) or +44 371 664 0300 from outside the UK (calls chargeable at the applicable international rate). Lines are open between 9.00am and 5.30pm Monday to Friday, excluding public holidays in England and Wales. Alternatively, you may request (an) additional form(s) of proxy by sending an email to [enquiries@linkgroup.co.uk](mailto:enquiries@linkgroup.co.uk). Alternatively, this form of proxy may be photocopied prior to completion. Please return all the forms of proxy together and tick the box to indicate each form of proxy is one of multiple instructions being given. Please take care when completing the number of shares; if the total number of shares exceeds the total held by the member, all appointments may be invalid.
4. A proxy need not be a member of the Company but must attend the meeting in person.
5. In the case of an individual, this form of proxy must be signed by that individual or his attorney duly authorised in writing. In the case of a corporation, this form of proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised in writing.
6. 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 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 of members.
7. If you want your proxy to vote in a certain way on the resolutions, please insert 'X' in the relevant box. The 'Vote withheld' option is provided to enable you to abstain on any particular 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 votes 'For' and 'Against' a resolution.
8. If this form of proxy is returned duly signed but without any indication as to how the person appointed proxy shall vote, he will exercise his discretion as to how he votes and whether or not he abstains from voting. Your proxy can also do this on any other resolution that is put to the meeting.
9. To be effective, this form of proxy, duly executed together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be lodged with the Company's Registrars, Link Asset Services, at PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU by no later than 10.00am on 15 March 2019.
10. Any alterations made in this form of proxy should be initialled.
11. Appointment of a proxy will not preclude a member from attending and voting in person should he subsequently decide to do so.
12. The right of members to vote at the Annual General Meeting is determined by reference to the register of members. As permitted by Regulation 41 of the Uncertificated Securities Regulations 2001, shareholders (including those who hold shares in uncertificated form) must be entered on the Company's share register at close of business on 15 March 2019 in order to be entitled to attend and vote at the Annual General Meeting. Such shareholders may only cast votes in respect of shares held at such time. Changes to entries on the relevant register after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
13. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent, Link Asset Services (ID RA10), by no later than 10.00am on 15 March 2019. See the notes to the Notice of Annual General Meeting for further information on proxy appointment through CREST.
14. If two or more valid forms of proxy are delivered in respect of the same share, the one which was delivered last (regardless of its date or the date of its execution) will be valid.
15. You may not use any electronic address provided in this form of proxy to communicate with the Company for any purposes other than those expressly stated.