

# ECSC GROUP PLC

Registered in England No. 03964848

(the "Company")

## Annual General Meeting

### Proxy Form

Shareholder Reference Number

**[NAME AND ADDRESS OF SHAREHOLDER WITH REFERENCE DETAILS]**

**Before completing this form, please read the explanatory notes below.**

I/We being a member of the Company appoint the Chairman of the meeting or (see note 3)

as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held on 14 June 2018 commencing at 12 Noon and at any adjournment of the meeting.

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

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is [properly] put before the meeting.

RESOLUTIONS	For	Against	Vote withheld
.1 To receive and adopt the financial statements for the 12 months ending 31 December 2017 together with the directors' report and the independent auditor's report.			
.2 To re-appoint BDO LLP as auditors to the Company to hold office until the next general meeting at which accounts are laid before the Company and to authorise the directors to determine their remuneration.			
.3 To approve the appointment of David Mathewson who was appointed as secretary of the Company in accordance with the Company's articles of association on 13 April 2018.			
.4 To approve the re-appointment of Ian Mann who was re-appointed as a director of the Company in accordance with the Company's articles of association on 13 April 2018.			
.5 To approve the appointment of Elizabeth Gooch who was appointed as a non-executive director of the Company in accordance with the Company's articles of association on 16 April 2018.			
.6 To approve the re-appointment as a director of Lucy Sharp who retires by rotation in accordance with the provisions of Article 59 of the Company's articles of association.			
.7 That the directors of the Company be and they are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares and grant rights to subscribe for, or convert any security into, shares up to an aggregate nominal amount of £29,980.00 (such amount being equal to 33 per cent. of the Company's issued share capital). Such authority shall expire on the earlier of the conclusion of the next annual general meeting of the Company or the date falling 15 months after the date of the passing of this resolution save that the Company may before such expiry make offers or agreements which would or might require shares to be allotted after such expiry and the directors may allot the relevant shares in pursuance of such offer or agreement as if the authority conferred hereby had not expired. This resolution revokes and replaces all unexercised authorities previously granted to the directors to allot shares and grant rights to subscribe for, or convert any security into, shares.			
.8 That, subject to the passing of resolution 9 above, the directors of the Company be and they are hereby empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560 of the Companies Act 2006) of the Company for cash pursuant to the authorities conferred by resolution 8 as if section 561 of the Companies Act			

<p>2006 did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities for cash up to an aggregate nominal amount of £9,084.72 (such amount being equal to 10 per cent. of the Company's issued share capital). This power shall expire at the conclusion of the next Annual General Meeting of the Company or the date falling 15 months after the date of the passing of this resolution, save that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors may allot the relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired. This resolution revokes and replaces all unexercised authorities previously granted to the directors to allot equity securities shares and grant rights to subscribe for, or convert any security into, equity securities.</p>			
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<b>Signature</b>	<b>Date</b>

**Notes to the proxy form**

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.

2. Appointment of a proxy does not preclude you from attending the meeting and voting in person.

3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Registrars or you may photocopy this form. Please include next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. 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 together.

4. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution.

5. To appoint a proxy using this form, the form must be:

- completed and signed;
- sent or delivered to **Equiniti Limited** at **FREEPOST RTHJ-CLLL-KBKU, Equiniti, Aspect House, Spencer Road, Lancing, BN99 8LU**; and
- received by Equiniti Limited no later than 12 noon on 12 June 2018.

6. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

7. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

8. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

9. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.