

ATTENDANCE CARD

Share plc – COURT MEETING

By an Order dated 11 March 2020 (the "Court Order") made in the matter of Share plc (the "Company") and the Companies Act 2006, the High Court of Justice in England and Wales (the "Court") has directed the Company to convene a meeting of the holders of the Scheme Shares (as defined in the scheme circular of the Company dated 13 March 2020 (the "Scheme Circular")) (the "Scheme Shareholders") 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") proposed to be made between the Company and Scheme Shareholders and that such meeting shall be held at the Godfrey Mitchell Lecture theatre at One Great George Street, Westminster, London, SW1P 3AA on 8 April 2020 at 11.00 a.m. (London time) (the "Court Meeting") at which place and time all Scheme Shareholders are requested to attend either by person or by proxy.



If you wish to attend the Court Meeting in your capacity as a Scheme Shareholder or as a proxy, please sign and bring this card with you when you come to the Court Meeting and on arrival hand it to the Registrars of the Company. This will facilitate entry to the Court Meeting. You are advised to arrive at least 15 minutes before the start of the meeting to allow time for registration.

Signature of person attending

Bar Code:

Perivan 258379



Share plc – Form of Proxy for the Court Meeting

to be held at 11.00 a.m. (London time) on 8 April 2020 (or any adjournment thereof).

Bar Code:

Event Code:

Please read carefully the notice of the Court Meeting contained in Part 12 of the Scheme Circular and the explanatory notes above and overleaf before completing this form. For use by Scheme Shareholders entitled to vote at the Court Meeting.

I/We, the undersigned, being (a) member(s) of Share plc entitled to attend, speak and vote at the Court Meeting, hereby appoint the following person as my/our proxy to attend, speak and vote for me/us on my/our behalf over the following number of Scheme Shares:

NB: DELETE "CHAIRMAN" AND ENTER THE NAME OF YOUR CHOICE IN BLOCK CAPITALS NEXT TO "NAME OF PROXY" TO APPOINT SOMEONE OTHER THAN THE CHAIRMAN AS YOUR PROXY. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. LEAVE "NUMBER OF SCHEME SHARES" BLANK TO APPOINT A PROXY IN RESPECT OF ALL OF YOUR SHARES.

Name of Proxy

Number of Scheme Shares

at the Court Meeting to be held at 11.00 a.m. (London time) on 8 April 2020 at the Godfrey Mitchell Lecture theatre at One Great George Street, Westminster, London, SW1P 3AA, for the purposes of considering and, if thought fit, approving (with or without modification) the proposed Scheme referred to in the notice convening the Court Meeting contained in Part 12 of the Scheme Circular, or any adjournment thereof. The proxy is to vote for the Scheme (with or without modification, as my/our proxy may approve) or against the Scheme as instructed below.

Tick this box if this is one of multiple proxy appointments. For the appointment of more than one proxy, please refer to explanatory notes 6 and 7 (overleaf).

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 blue Form of Proxy will be invalid. Joint shareholders should refer to note 16 overleaf.

FOR the Scheme

AGAINST the Scheme

Signed

Signed

Dated thisday of.....2020

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

Company Name

Official Capacity

Explanatory Notes

1. Full details of the resolution to be proposed at the Court Meeting are set out in the notice of Court Meeting (such notice being contained in Part 12 of the Scheme Circular). Before completing this blue Form of Proxy, please also read the section entitled "Action to be Taken" set out on page 11 of the Scheme Circular.
2. Scheme Shareholders entitled to attend, speak and vote at the Court Meeting may vote in person at the Court Meeting or they may appoint one or more proxies as their proxy to attend, speak and vote in their place. A proxy need not be a member of the Company but must attend the Court Meeting in person. This blue Form of Proxy gives your proxy(ies) full rights to attend, speak and vote.
3. Lodging a blue Form of Proxy will not prevent Scheme Shareholders from attending and voting at the Court Meeting or any adjournment thereof. The Company will give effect to the intention of Scheme Shareholders and include votes wherever and to the fullest extent possible. Any amendments you make to this blue Form of Proxy must be initialled by you.
4. Please sign in one of the boxes overleaf to show how you wish your vote to be cast. Unless otherwise instructed, the person appointed as proxy will exercise his/her discretion as to how he/she votes on any business (other than the resolution as to whether or not to approve the Scheme) which may come before the Court Meeting.
5. To be valid, this blue Form of Proxy (together with any power of attorney or authority under which it is signed, or a duly certified copy thereof) must be received by hand (during normal business hours) or by post at the offices of the Company's Registrars, Link Asset Services, at PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom by not later than 11.00 a.m. on 6 April 2020 (or, in the case of an adjourned meeting, not later than 48 hours prior to the time and date fixed for such adjourned meeting). If this blue Form of Proxy is not so lodged (together with any such authority, if applicable), it (together with any such authority, if applicable) may be handed to the Chairman of the Court Meeting or to a representative of Link Asset Services on behalf of the Chairman of the Court Meeting at the Court Meeting before the taking of the poll. Alternatively, you can submit your proxy electronically (other than through CREST, as to which see below) at www.signalshares.com using your investor code and following the online instructions. To be valid, electronic proxy appointments must be received by not later than 11.00 a.m. on 6 April 2020 (or, in the case of an adjourned meeting, not later than 48 hours prior to the time and date fixed for such adjourned meeting). If you hold your shares in uncertificated form (that is, in CREST) you will be able to appoint a proxy using the CREST electronic proxy appointment service. To be valid, proxies submitted via CREST must be received by not later than 11.00 a.m. on 6 April 2020 (or, in the case of an adjourned meeting, not later than 48 hours prior to the time and date fixed for such adjourned meeting).
6. Scheme Shareholders are entitled to appoint a proxy in respect of some or all of their Scheme Shares. Scheme Shareholders are also entitled to appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to different Scheme Shares. If you wish to appoint more than one proxy, please so indicate by ticking the box provided.
7. If you wish to appoint more than one proxy, you may photocopy this blue Form of Proxy or call Link Asset Services on the telephone number in note 17 below who will then issue you with additional forms of proxy. Please fill in the name of the proxy (if not the Chairman) and the number of Scheme Shares in respect of which the proxy is appointed and send the additional forms of proxy via one of the methods outlined at note 5 above. Please ensure that all of the additional forms of proxy in respect of one registered holding are sent in the same envelope if possible.
8. A space has been included in this blue Form of Proxy to allow Scheme Shareholders to specify the number of Scheme Shares in respect of which that proxy has been appointed. Scheme Shareholders who return this blue Form of Proxy duly executed, but leave this space blank or specify a number of Scheme Shares in excess of those held by the Scheme Shareholder at the time referred to in note 13 below, will be deemed to have appointed the proxy in respect of all of their Scheme Shares (the "member's entire holding").
9. Where there is more than one proxy appointed and the total number of Scheme Shares in respect of which proxies are appointed is no greater than the member's entire holding, it is assumed that proxies are appointed in relation to different shares, rather than that conflicting appointments have been made in relation to the same Scheme Shares. There is only assumed to be a conflict where the aggregate number of Scheme Shares in respect of which proxies have been appointed exceeds the member's entire holding.
10. Where two or more valid but different blue Forms of Proxy are delivered in respect of the same Scheme Share for use at the Court Meeting, the one which is last validly deposited or received shall be treated as replacing and revoking the other blue Form(s) of Proxy as regards that Scheme Share. Which blue Form of Proxy is later will be determined on the basis of which blue Form of Proxy is last sent (or, if the Company's Registrars are unable to determine which is last sent, last received), Blue Forms of Proxy in the same envelope will be treated as sent and received at the same time, to minimise the number of conflicting proxies.
11. If conflicting blue Forms of Proxy are sent or received at the same time or if the Company's Registrars are unable to determine which was sent or received last in respect of (or deemed to be in respect of) a member's entire holding, none of them shall be treated as valid.
12. If a member appoints a proxy or proxies and then decides to attend the Court Meeting in person and vote on a poll using his poll card, the vote in person will override the proxy vote(s). If the vote in person is in respect of the member's entire holding, all proxy votes will be disregarded. If, however, the member votes at the meeting in respect of less than the member's entire holding, and the member indicates on his poll card that all proxies are to be disregarded, that shall be the case; but, if the member does not specifically revoke proxies, the vote in person will be treated in the same way as if it were the last received proxy and earlier proxies will be disregarded only to the extent that to count them would result in the number of votes being cast exceeding the member's entire holding.
13. Entitlement to attend and vote at the Court Meeting or any adjournment thereof and the number of votes which may be cast thereat shall 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 date of the Court Meeting or adjourned meeting (as the case may be). In each case, changes to the register of members of the Company after such time shall be disregarded. Voting at the Court Meeting (or any adjournment thereof) will be conducted on a poll rather than on a show of hands.
14. If this blue Form of Proxy is signed by someone else on behalf of the Scheme Shareholder, their authority to sign (or a certified copy thereof) must be returned with this blue Form of Proxy.
15. As an alternative to appointing a proxy, any Scheme Shareholder which is a corporation may vote by a corporate representative appointed in accordance with the Companies Act 2006. Details of certain arrangements which will be put in place in order to facilitate voting by corporate representatives at the Court Meeting are set out on page 98 of the Scheme Circular under the section entitled "Corporate representatives".
16. 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 other joint holders. For this purpose, seniority will be determined by the order in which the names stand in the Company's register of members in respect of the joint holding.
17. If you have any questions relating to the completion and return of your blue Form of Proxy, please telephone the Company's Registrars, Link Asset Services, between 9.00 a.m. and 5.30 p.m. (London time) Monday to Friday (except public holidays in England and Wales) on 0371 664 0321 (from within the UK) or +44 371 664 0321 (from outside the UK). Calls will be charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Please note that the helpline operators cannot provide advice on the merits of the Scheme or give financial, tax, investment or legal advice.
18. Any question relevant to the business of the Court Meeting may be asked at the Court Meeting by anyone permitted to speak at the Court Meeting.
19. Any electronic address provided either in the notice of Court Meeting at Part 12 of the Scheme Circular or any related documents (including this blue Form of Proxy) may not be used to communicate with the Company for any purposes other than those expressly stated.
20. Full details of the business to be decided at the Court Meeting are set out in the notice of Court Meeting contained in Part 12 of the Scheme Circular.
21. Terms defined in the Scheme Circular shall have the same respective meanings when used in this blue Form of Proxy, unless otherwise defined herein.
22. By the Court Order, the Court has appointed Gavin Oldham or, failing him, Richard Stone 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.



Business Reply Plus
Licence Number
RLUB-TBUX-EGUC



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