

# ATTENDANCE CARD

## Share plc – GENERAL MEETING

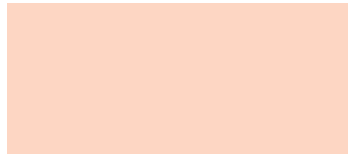
A general meeting of Share plc (the "Company") for the purpose of considering and, if thought fit, passing the Special Resolution (as defined in the scheme circular of the Company dated 13 March 2020 (the "Scheme Circular")) will be held at the Godfrey Mitchell Lecture theatre at One Great George Street, Westminster, London, SW1P 3AA on 8 April 2020 at 11.15 a.m. (London time) (or as soon thereafter as the Court Meeting convened by the Court (each as defined in the Scheme Circular) for the same day shall have concluded or been adjourned) (the "General Meeting") at which place and time all holders of ordinary shares of 0.5 pence each in the capital of the Company (the "Shareholders") are requested to attend. The Special Resolution (a summary of which is set out under the heading 'SPECIAL RESOLUTION' below) includes a resolution to give effect to the scheme of arrangement pursuant to Part 26 of the Companies Act 2006 (the "Scheme") (as set out in the Scheme Circular) proposed to be made between the Company and Scheme Shareholders (as defined in the Scheme Circular).



If you wish to attend the General Meeting in your capacity as a Shareholder or as a proxy, please sign and bring this card with you when you come to the General Meeting and on arrival hand it to the Registrars of the Company. This will facilitate entry to the General Meeting.

Signature of person attending

Bar Code:

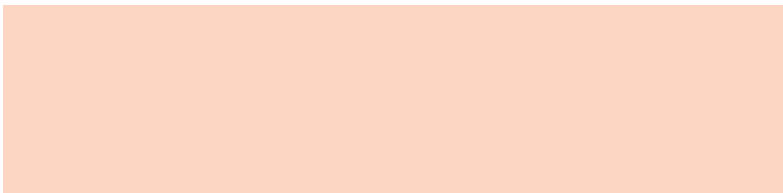


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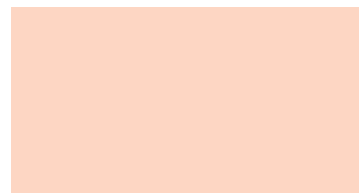


## Share plc – Form of Proxy for the General Meeting

to be held at 11.15 a.m. (London time) on 8 April 2020 (or, if later, as soon as the Court Meeting has concluded or been adjourned) (or any adjournment thereof).



Bar Code:



Event Code:

**Please read carefully the notice of the General Meeting contained in Part 13 of the Scheme Circular and the explanatory notes above and overleaf before completing this form. For use by holders of ordinary shares of 0.5 pence each in the capital of the Company (the "Shares") entitled to vote at the General Meeting.**

I/We, the undersigned, being (a) member(s) of Share plc entitled to attend, speak and vote at the General 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 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 SHARES" BLANK TO APPOINT A PROXY IN RESPECT OF ALL OF YOUR SHARES.**

Name of Proxy

Number of Shares

at the General Meeting to be held at 11.15 a.m. (London time) on 8 April 2020 (or as soon as the Court Meeting (as defined in the Scheme Circular) convened for the same day shall have concluded or been adjourned) 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 the Special Resolution, or at any adjournment thereof. The proxy is to vote in respect of the Special Resolution 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: Please indicate with an "X" in the appropriate box below how you wish the proxy to vote.**

**If you mark more than one of the boxes below, this white Form of Proxy will be invalid**

### SPECIAL RESOLUTION

The Special Resolution is to approve: (i) all such steps as are necessary to be taken for the purpose of giving effect to the Scheme; and (ii) the amendments to the Company's articles of association. The Special Resolution is set out in full in the notice of General Meeting contained in Part 13 of the Scheme Circular.

If you fail to select any of the given options, your proxy can vote as he/she chooses or can decide not to vote at all. The proxy can also do this on any other resolution that is put to the General Meeting.

† The "Vote Withheld" option is to enable you to abstain on the Special 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" or "Against" the Special Resolution.

|                          |                          |                          |
|--------------------------|--------------------------|--------------------------|
| For                      | Against                  | Note withheld            |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Signature

Date

**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 General Meeting, with explanatory notes, are set out in the notice of General Meeting (such notice being contained in Part 13 of the Scheme Circular). Before completing this white Form of Proxy, please also read the section entitled "Action to be Taken" set out on page 11 of the Scheme Circular.
2. Shareholders entitled to attend, speak and vote at the General Meeting are entitled to appoint one or more proxies to attend and, on a poll, vote instead of him or her. A proxy need not be a member of the Company but must attend the General Meeting in person. This white Form of Proxy gives your proxy(ies) full rights to attend, speak and vote.
3. Lodging a white Form of Proxy will not prevent the shareholder from attending and voting in person. The Company will give effect to the intention of shareholders and include votes wherever and to the fullest extent possible. Any amendments you make to this white Form of Proxy must be initiated by you.
4. Please indicate with an 'X' in one of the boxes overleaf 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 or whether he/she abstains from voting on the Special Resolution and on any other business which may come before the General Meeting.
5. To be valid, this white 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 only) 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 11.15 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). Alternatively, you can submit your proxy electronically (other than through CREST, as to which see below) at [www.signalshares.com](http://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 11.15 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 11.15 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). This white Form of Proxy may NOT be handed to the Chairman or a representative of Link Asset Services at the General Meeting and will, therefore, be invalid if it is not returned by the time stated above.
6. Shareholders are entitled to appoint more than one proxy provided that each proxy is appointed to exercise rights attached to different 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 white 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 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 white Form of Proxy to allow shareholders to specify the number of shares in respect of which that proxy has been appointed. Shareholders who return this white Form of Proxy duly executed, but leave this space blank or specify a number of shares in excess of those held by the shareholder at the time referred to in note 13 below, will be deemed to have appointed the proxy in respect of all of their shares (the "member's entire holding").
9. Where there is more than one proxy appointed and the total number of 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 shares. There is only assumed to be a conflict where the aggregate number of shares in respect of which proxies have been appointed exceeds the member's entire holding.
10. Where two or more valid but different white Forms of Proxy are delivered in respect of the same share for use at the General Meeting, the one which is last validly deposited or received shall be treated as replacing and revoking the other white Form(s) of Proxy as regards that share. Which white Form of Proxy is later will be determined on the basis of which white Form of Proxy is last sent (or, if the Company's Registrars are unable to determine which is last sent, last received). White 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 white 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 General 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 General 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 General 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 General 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 General Meeting (or any adjournment thereof) will be conducted on a poll rather than on a show of hands.
14. If this white Form of Proxy is signed by someone else on behalf of the shareholder, their authority to sign (or a certified copy thereof) must be returned with this white Form of Proxy.
15. As an alternative to appointing a proxy, any 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 General Meeting are set out on page 100 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 white 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 the Special Resolution, or give financial, tax, investment or legal advice.
18. Any question relevant to the business of the General Meeting may be asked at the General Meeting by anyone permitted to speak at the General Meeting.
19. Any electronic address provided either in the notice of General Meeting at Part 13 of the Scheme Circular or any related documents (including this white Form of Proxy) may not be used to communicate with the Company for any purposes other than those expressly stated.
20. Copies of the Company's existing articles of association and copies of the new articles of association as amended by the Special Resolution set out in the notice of General Meeting are available for inspection at the Company's registered office, Oxford House, Oxford Road, Aylesbury, Buckinghamshire, HP21 8SZ, United Kingdom, during normal business hours on weekdays until the day on which the General Meeting is held and will also be available for inspection at the place of the General Meeting for at least 15 minutes prior to and during the General Meeting.
21. Full details of the business to be decided at the General Meeting are set out in the notice of General Meeting contained in Part 13 of the Scheme Circular.
22. Terms defined in the Scheme Circular shall have the same respective meanings when used in this white Form of Proxy unless otherwise defined herein.



Business Reply Plus  
Licence Number  
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