

**FORM OF PROXY – PINEWOOD GROUP PLC
COURT MEETING**

Voting ID

Task ID

Shareholder Reference Number

In the High Court of Justice No. 4612 of 2016 Chancery Division, Companies Court
In the matter of Pinewood Group plc and in the matter of the Companies Act 2006

**FORM OF PROXY FOR USE BY MEMBERS OF PINEWOOD GROUP PLC AT THE COURT MEETING TO BE HELD
AT 9.00 A.M. ON 19 SEPTEMBER 2016**

I/We being a member/members of the above-named Company, hereby appoint the following person(s):

Name of Proxy

Shares authorised

or, failing whom, the Chairman of the meeting as my/our proxy to exercise all or any of my/our rights to attend, speak and vote on my/our behalf at the Court Meeting of the Company to be held at 9.00 a.m. on 19 September 2016 at the offices of Travers Smith LLP, 10 Snow Hill, London, EC1A 2AL (or at any adjournment thereof) for the purposes of considering and, if thought fit, approving (either with or without modification as my/our proxy may approve) the proposed scheme of arrangement referred to in the Notice of Court Meeting dated 24 August 2016. I/We direct that my/our proxy will vote on my/our behalf for the said scheme of arrangement (either with or without modification as my/our proxy may approve) or against the said scheme of arrangement as indicated below.

Please tick here if this proxy appointment is one of multiple appointments being made. For the appointment of more than one proxy, please refer to note 2 below.

IMPORTANT: If you wish to vote for the said scheme of arrangement, sign your name in the box marked "FOR the said Scheme". If you wish to vote against the said scheme of arrangement, sign your name in the box marked "AGAINST the said Scheme". Unless you sign in one of the aforementioned boxes (and in one only), this Form of Proxy will be invalid.

ONLY COMPLETE ONE BOX

FOR the said Scheme

Signature:

AGAINST the said Scheme

Signature:

Date:

Please return this Form of Proxy to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA so as to arrive by no later than 9.00 a.m. on 15 September 2016. Alternatively, if you hold shares in uncertificated form, you may appoint a proxy using the CREST electronic proxy appointment service, details of which are set out in the Notice of Court Meeting. Electronic proxy appointments must be received no later than 9.00 a.m. on 15 September 2016. If forms of proxy are not so lodged they may be handed to the Chairman at the Court Meeting before the taking of the poll.

Freepost RTHJ-CLLL-KBKU
Equiniti
Aspect House
Spencer Road
Lancing
BN99 8LU



Notes:

1. A proxy need not be a member of the Company but must attend the Court Meeting to represent you. You may appoint as your proxy (a) person(s) of your own choice by inserting his or her/their name(s) in the space provided. If no name is inserted in the space provided the Chairman will be deemed appointed as the proxy. 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 the number of shares in relation to which he or she 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 proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
2. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Registrars helpline on 0371 384 2672 (UK) +44 (0)121 415 7047 (overseas) or you may photocopy this form. Please indicate in the box 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.
3. If you wish to vote for the said scheme of arrangement, sign your name in the box marked "FOR the said Scheme". If you wish to vote against the said scheme of arrangement, sign your name in the box marked "AGAINST the said Scheme". Unless you sign in one of the aforementioned boxes (and in one only), this Form of Proxy will be invalid. 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 the said Scheme. On any other business which properly comes before the Court Meeting (including any motion to modify the Scheme or to adjourn the Court Meeting) the proxy will vote or abstain at his/her discretion.
4. To be valid, this Form of Proxy and the power of attorney or other authority (if any) under which it is signed or a notorially certified copy of such power or authority must be received by Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, by no later than 48 hours (excluding any day that is not a working day) before the time of the Court Meeting (i.e. by 9.00 a.m. on 15 September 2016) or any adjournment thereof. If forms are not so lodged they may be handed to the Chairman at the Court Meeting before the taking of the poll.
5. Completion and return of this Form of Proxy will not prevent you from attending and voting at the Court Meeting if you so wish.
6. In the case of a corporate shareholder, this Form of Proxy should either be executed by the Company under seal or signed by two Directors or a Director and the secretary or other duly authorised officer.
7. In the case of joint holders, the vote of the first-named in the register of members of the Company will be accepted to the exclusion of that of other joint holders.
8. Voting on all resolutions at the Court Meeting will be conducted on a poll rather than a show of hands.
9. You may submit your proxy appointment electronically at www.sharevote.co.uk by following the instructions on the website so as to be received by 9.00 a.m. on 15 September 2016. Holders of ordinary shares will need to provide their voting ID, task ID and shareholder reference number, which are printed on the front page of this Form of Proxy to validate the submission of their proxy online. Should the Form of Proxy be completed electronically and a hard copy then posted, the Form of Proxy that arrives last will be counted to the exclusion of the instructions received earlier, whether electronically or posted.
10. Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual. Proxies submitted using the CREST Proxy Voting Service must be transmitted so as to be received by Equiniti (under CREST participant ID RA19) not later than 9.00 a.m. on 15 September 2016. The time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agents is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

* Lines are open 8.30 a.m. to 5.30 p.m. (London time), Monday to Friday, (except English and Welsh public holidays)