

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

Voting ID

Task ID

Shareholder Reference Number

**FORM OF PROXY FOR USE BY MEMBERS OF PINEWOOD GROUP PLC AT THE GENERAL MEETING TO BE HELD AT 9.15 A.M. ON 19 SEPTEMBER 2016 (OR AS SOON THEREAFTER AS THE COURT MEETING CONVENED FOR THE SAME DAY SHALL HAVE CONCLUDED OR BEEN ADJOURNED).**

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

(see note 1 overleaf)

(see note 1 overleaf)

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 General Meeting of the Company to be held at the offices of Travers Smith LLP, 10 Snow Hill, London, EC1A 2AL on 19 September 2016 at 9.15 a.m. (or as soon thereafter as the Court Meeting convened for the same day shall have concluded or been adjourned) (or at any adjournment thereof). I/We direct that my/our proxy will vote (or abstain from voting) on the resolution set out in the Notice of General Meeting as indicated below. Please note that a vote withheld is not a vote in law and will not be counted in the calculation of the votes cast for and against the resolution.

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.

**Special Resolution**

Please mark 'X' to indicate how you wish to vote

To approve and give effect to the scheme of arrangement and to re-register the Company as a private company subject to the scheme of arrangement becoming effective.  For  Against  Abstain

Signature  Date

Please return this Form of Proxy provided to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA so as to arrive by no later than 9.15 a.m. on 15 September 2016 (or in the case of an adjourned meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting excluding any day that is not a working day). 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 Notes 5 to 8 of the Notice of General Meeting. Electronic proxy appointments must be received no later than 9.15 a.m. on 15 September 2016 (or in the case of an adjourned meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting excluding any day that is not a working day).

Freeport 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 General 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 is 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 appoint as your proxy a person who is himself a member of the Company or who is appointed as proxy by more than one member of the Company, such person shall have one vote on a show of hands.
4. Please indicate with a cross in the appropriate box how you wish your votes to be cast. In the absence of any specific direction, the proxy will vote (or abstain from voting) at his or her discretion. On any other business which properly comes before the General Meeting (including any motion to amend any resolution or to adjourn the Meeting) the proxy will vote or abstain at his or her discretion.
5. To be valid, this Form of Proxy and the power of attorney (if any) under which it is signed or a notarially certified copy of such power or authority must be received by Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 8DA no later than 9.15 a.m. on 15 September 2016 (or, in the case of an adjourned meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting excluding any day that is not a working day).
6. Completion and return of this Form of Proxy will not prevent you from attending and voting at the General Meeting if you so wish.
7. 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.
8. 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.
9. You may submit your proxy appointment electronically at [www.sharevote.co.uk](http://www.sharevote.co.uk) by following the instructions on the website so as to be received 9.15 a.m. on 15 September 2016 (or, in the case of an adjourned meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting excluding any day that is not a working day). 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 9.15 a.m. on 15 September 2016 (or in the case of an adjourned meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting excluding any day that is not a working day). 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 agent 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).