e-mail address (please place a character of your address at each space provided below): alert you to new additions to the site (e.g. announcements, press notices, etc.). If you wish to receive GB Group plc's website contains many items of interest about the Company. We would be happy to If you plan to attend the Annual General Meeting, please complete this attendance card and return Please note that your email address will only be used to contact you with further relevant Shareholder Details for e-mail Alerts it to the address overleaf The Foundation, Herons Way, Chester Business Park, Chester CH4 9GB at 1.00pm on 26 July 2018. removed from this service communications. You can inform GB Group plc at any time if you wish your details to be this service, please either: I will be attending the Annual General Meeting \Box Please tick **Annual General Meeting:** Attendance Card for GB Group plc send an email to investor.relations@gbgplc.com; or go to the website (www.gbgplc.com) and register your details; or provide your e-mail address below and return the card to the Company <u></u> of member/members of GB Group plc hereby appoint the Chairman of the meeting, or (block letters) **₹** 6

Form of Proxy — GB Group plc

as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company resolutions set out in the notice convening the Annual General Meeting as follows: to be held on 26 July 2018, and at every adjournment thereof. The proxy is directed to vote on the

Re	Resolutions	For	Against	Vote withheld
	To receive the Directors' Report and Accounts			
2	2. Declare a final dividend for the year ended 31 March 2018			
ω	Appointment of E M Catchpole as a Director			
4	Reappointment of D J Wilson as a Director			
Ņ	5. To receive the Report on Directors Remuneration			
6	6. To reappoint Ernst & Young LLP as auditors			
7.	To authorise the Directors to determine Ernst & Young LLP			
	remuneration			
œ	Ordinary resolution set out as Resolution No.8			
9.	9.1 Special resolution set out as Resolution No.9.1			
9	9.2 Special resolution set out as Resolution No.9.2			
10	10. Special resolution set out as Resolution No.10			
1	11. Special resolution set out as Resolution No.11			
12	12. Ordinary resolution set out as Resolution No.12			

made, the proxy will vote or abstain from voting as he/she thinks fit. Please indicate with an 'X' in the box provided how you wish your proxy to vote. If no indication is

Note 2 of the notice of the Annual General Meeting for further details Proxy) will be required to complete the procedure. EPA will not be valid if received after 1.00pm on Alternatively, Electronic Proxy Appointment (EPA) is available for the Annual General Meeting Tuesday 24 July 2018 and will not be accepted if found to contain a computer virus. Please refer to The Voting ID, Task ID and Shareholder Reference Number shown above (at the top of this Form of To use this facility you must visit www.sharevote.co.uk where details of the procedure are shown.

so as to reach the Company's registrar, Equiniti, CREST participant ID RA19 no later than 1.00pm on CREST members who wish to utilise the CREST electronic proxy appointment service for the Annual General Dated this Tuesday 24 July 2018. Please refer to Note 3 of the notice of Annual General Meeting for further details. Meeting should transmit a CREST proxy instruction, using the procedures described in the CREST manual day of 2018

Please see overleaf for notes and instructions relating to the Form of Proxy. Signature

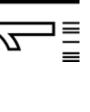
Notes and Instructions:

- All members are entitled to attend and vote at the Annual General Meeting and they may appoint one or more proxies to attend and, on a poll, to vote on their behalf.
- Where the form of proxy is executed by a corporation it must be under its common seal or otherwise executed by such corporation in the form of a deed or under the hand of an officer or attorney duly authorised in writing, which must be lodged together with the proxy form.
- If any proxy is desired other than the Chairman of the meeting, strike out the words "the Chairman of the meeting, or" initial the alteration, and insert the name(s) and address(es) of the person(s) preferred in the space provided. A proxy need not be a member of the Company.
- In the case of holdings held in joint names, the signature of one holder will
- Any alteration to this form should be initialled.
- To be valid, the form of proxy must be deposited, properly completed with the registrar to the Company, Equiniti Limited, Aspect House, Spencer Road, West Sussex BN99 6DA not later than 1.00pm on 24 July 2018, or any adjourned meeting, together with any other documentation required.
- To have the right to attend and vote at the meeting (and also for the purpose of calculating how many votes a person may cast), a person must have their name entered on the register of members by no later than 6.30pm on 24 July 2018. Changes to entries on the register after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
- In the case of joint holders, the vote of the senior who tenders a vote, either in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the Register of Members in respect of the joint holding.
- The appointment of a proxy will not preclude any member from attending the meeting, or any adjournment thereof, and voting in person.
- · This proxy confers authority to demand or join in demanding a poll.

Please place in pre-paid envelope provided.



Freepost RRHB-TCXE-HYAAGB Group Plc
The Foundation
Herons Way
Chester Business Park
Chester



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