

ATTENDANCE CARD
LIGHTHOUSE GROUP PLC (the "Company") – COURT MEETING
IN THE HIGH COURT OF JUSTICE
BUSINESS AND PROPERTY COURTS OF ENGLAND AND WALES
COMPANIES COURT (ChD)

NO. CR-2019-001712

IN THE MATTER OF LIGHTHOUSE GROUP PLC
and
IN THE MATTER OF THE COMPANIES ACT 2006

By an order dated 12 April 2019 made pursuant to section 896 of the Companies Act 2006 in the matter of the Company, the Court has granted permission for a meeting of the Lighthouse Scheme Shareholders (as defined in the scheme document of the Company dated 15 April 2019 accompanying this form of proxy (the "Scheme Document")) to be convened for the purposes of considering and, if though fit, approving (with or without modification) a scheme of arrangement pursuant to Part 26 of the Companies Act 2006 between the Company and the Lighthouse Scheme Shareholders referred to in the notice convening the Court Meeting (as defined below) (the "Scheme") and that such Court Meeting be held at the offices of DLA Piper UK LLP at 160 Aldersgate Street, London EC1A 4HT at 10.00 am on 10 May 2019 (the "Court Meeting").

Signature of person attending

Barcode:

Investor Code:

PROXY FORM
LIGHTHOUSE GROUP PLC (the "Company") –
COURT MEETING

In the High Court of Justice No. CR-2019-001712 Business and Property Courts of England and Wales, Companies Court (ChD)
In the matter of Lighthouse Group plc and in the matter of the Companies Act 2006

Bar Code:

Investor Code:

Event Code:

Form of proxy for use at the Court Meeting of the Company to be convened at 10.00 am on 10 May 2019 or at any adjournment thereof.

Before completing this form, please read the explanatory notes overleaf

I/We being (a) member/members of the Company, appoint the Chairman of the Court Meeting or (see note 2 overleaf)

Name of proxy

Number of Lighthouse Scheme Shares proxy appointed over (see note 3 overleaf)

as my/our proxy to exercise all or any of my/our rights to attend and to speak and vote (see note 2 overleaf) in my/our name(s) and on my/our behalf at the Court Meeting of the Company, to be held at 10.00 am on 10 May 2019 or at any adjournment of that meeting. I/We have indicated how I/we wish my/our proxy to vote on the following resolution by marking the appropriate box. I/We further authorise my/our proxy to vote on any other resolutions that may properly be put to the Court Meeting as my/our proxy thinks fair.

Please tick here if this proxy appointment is one of multiple appointments being made.

PLEASE SIGN IN THE APPROPRIATE BOX TO INDICATE HOW YOU WISH YOUR VOTE TO BE CAST.

RESOLUTION

For

Against

To approve the scheme of arrangement

Date

This form of proxy must be signed and dated before it is posted to Link Asset Services (see note 5 overleaf).

Notes

1. Terms defined in the Scheme Document sent to shareholders on 15 April 2019 shall apply in this form of proxy unless the context otherwise requires. Full details of the resolution to be proposed at the Court Meeting, with explanatory notes, are set out in the "Notice of Court Meeting" which is set out in the Scheme Document. Before completing this form of proxy, please also read the sections headed "Entitlement to vote at the Lighthouse Meetings" and "Action to be Taken" set out in the Scheme Document.
2. A shareholder may appoint a proxy or proxies (who need not be a shareholder of the Company) to exercise all or any of his rights to attend, speak and vote at the Court Meeting. If you wish to appoint a proxy other than the Chairman of the Court Meeting, delete the words "Chairman of the Court Meeting or" and insert the name of your proxy in the space provided. The Chairman of the Court Meeting will act as your proxy (whether or not such deletion is made), if no other name is inserted. This form of proxy gives your proxy(ies) full rights to attend, speak and vote at the Court Meeting. If you wish to restrict the rights of your proxy(ies) please cross out either or both of the words 'speak' or 'vote' as you feel appropriate.
3. 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 they are 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).
4. A shareholder can appoint more than one proxy in relation to the Court Meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him. To appoint more than one proxy you may: (a) photocopy this form of proxy indicating on each copy the name of the proxy you wish to appoint and the number of shares in respect of which the proxy is appointed; or (b) alternatively call Link Asset Services during business hours on 0371 664 0300 from within the United Kingdom or on +44 (0) 371 664 0300 if calling from outside the United Kingdom. Link Asset Services will then issue you with multiple proxy forms. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms of proxy in respect of one registered holding must be signed and should be returned to Link Asset Services in the same envelope. If the form of proxy is signed by someone else on your behalf, their authority to sign must be returned with the form of proxy. If the shareholder is a corporation, the form of proxy must be executed under its common seal or signed by an officer, attorney or other person duly authorised by the corporation.
5. To be valid, completed forms of proxy for the Court Meeting should be returned in accordance with the instructions set out in the Scheme Document and herein so as to arrive at the offices of the Company's registrar, Link Asset Services at PSX1, 34 Beckenham Road, Beckenham, BR3 4ZF, not later than 10.00 am on 8 May 2019, or if the Court Meeting is adjourned, at least 48 hours before the start of the adjourned meeting. If this proxy form is not returned to Link Asset Services by 10.00 am on 8 May 2019, it may be handed to the Chairman of the Court Meeting before the taking of the poll of the Court Meeting and will still be valid. Non-working days shall be disregarded for the purposes of calculating the period relating to any adjourned meeting.
6. Where two or more forms of proxy are delivered for use in respect of the same shares, the one which has been received last (regardless of when it was signed or by what means it was delivered) shall be treated as replacing and revoking the others which have been delivered. If it cannot be determined which form of proxy was received last, none of the forms shall be treated as valid.
7. 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 your 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.
8. Where the aggregate number of shares in respect of which proxies are appointed exceeds a shareholder's entire holding and it is not possible to determine the order in which they were sent or received (or they were all sent or received at the same time), the number of votes attributed to each proxy will be reduced pro rata (on the basis that as far as possible, conflicting forms of proxy should be judged to be in respect of different shares).
9. If conflicting proxies are sent or received at the same time in respect of (or deemed to be in respect of) a shareholder's entire holding, none of them shall be treated as valid.
10. Please sign in the appropriate box, either the box entitled "FOR" or the box entitled "AGAINST", to indicate your voting instructions.
11. Shareholders who hold shares through CREST and who wish to appoint a proxy or proxies for the Court Meeting or any adjournment(s) of it by using the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
12. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The CREST Proxy Instruction, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Link Asset Services (ID RA10) not later than 10.00 am on 8 May 2019, or if the Court Meeting is adjourned, at least 48 hours before the start of the adjourned meeting. For this purpose, 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 Link Asset Services 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.
13. CREST members and, where applicable, their CREST sponsors, or voting service provider(s) should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed (a) voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
14. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (the "Regulations").
15. Completion and return of a form of proxy, or the appointment of proxies through CREST, will not preclude a shareholder from attending the Court Meeting and voting in person.
16. Shareholders entitled to attend and vote at the Court Meeting may appoint a proxy electronically by logging on to www.signalshares.com, selecting "Register for the Share Portal" and entering "Lighthouse" in the box provided. "Lighthouse Group plc" will be presented on the next screen and shareholders should click on this. Once shareholders have clicked on this they should follow the prompts on the screen by entering their surname, investor code (which is shown on the personalised Forms of Proxy), postcode, email address and selecting a password. Once shareholders have registered they will have the opportunity to appoint a proxy online. For an electronic proxy to be valid, the appointment must be received by Link Asset Services no later than 48 hours before the time and date set for the Court Meeting.
17. Pursuant to Regulation 41 of the Regulations, entitlement to attend and vote at the Court Meeting and the number of votes that may be cast at the Court Meeting will be determined by reference to the register of members of the Company at 6.00 pm on the day which is two business days prior to the date of the Court Meeting. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the Court Meeting.
18. 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 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 of the Company in respect of the joint holding.
19. Any person to whom this form of proxy is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "nominated person") may, under an agreement between him/her and the shareholder by whom he/she was nominated have a right to be appointed (or to have someone else appointed) as a proxy for the Court Meeting. If a nominated person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
20. The statement of rights of shareholders in relation to the appointment of proxies described in this form of proxy and in the Notice of Court Meeting does not apply to nominated persons. Such rights can only be exercised by Lighthouse Scheme Shareholders.
21. Any alterations to this form of proxy should be initialled.