

ATTENDANCE CARD
LIGHTHOUSE GROUP PLC (the "Company") – GENERAL MEETING



General Meeting of the Company to be convened at the offices of DLA Piper UK LLP at 160 Aldersgate Street, London EC1A 4HT at 10.15 am on 10 May 2019 (or as soon afterwards as the separate meeting of the holders of ordinary shares in the Company convened by the Court shall have been concluded or adjourned).

Signature of person attending

Barcode:

Investor Code:

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

Bar Code:

Investor Code:

Event Code:

Before completing this form, please read the explanatory notes overleaf

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

Name of proxy

Number of 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 General Meeting of the Company, to be held at 10.15 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 General Meeting as my/our proxy thinks fair. If no indication is given, the proxy will vote or abstain at his/her discretion.

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

PLEASE MARK "X" IN THE APPROPRIATE BOX TO INDICATE HOW YOU WISH YOUR VOTE TO BE CAST.

SPECIAL RESOLUTION

For the purpose in each case of giving effect to the scheme of arrangement:

- (A) to authorise the directors of the Company to take all necessary and appropriate action; and
- (B) to amend the articles of association of the Company.

For
Against
Vote
withheld

Signature

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 relating to the Scheme sent to shareholders on 15 April 2019 (the "Scheme Document") shall apply in this form of proxy unless the context otherwise requires. Full details of the resolution to be proposed at the General Meeting, with explanatory notes, are set out in the Notice of General 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 General Meeting. If you wish to appoint a proxy other than the Chairman of the General Meeting, delete the words "Chairman of the General Meeting" and insert the name of your proxy in the space provided. The Chairman of the General 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 General 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 General 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 possible. 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 (together with any power of attorney or other authority under which they are signed, or a notarially certified copy of such authority) must be returned so as to arrive at the offices of the Company's registrar, Link Asset Services at PXS1, 34 Beckenham Road, Beckenham, BR3 4ZF not later than 10.15 am on 8 May 2019, or if the General Meeting is adjourned, at least 48 hours before the start of the adjourned meeting. 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 in respect of those shares.
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. In the event of a conflict between a blank proxy and YELLOW form of proxy which does state the number of shares to which it applies ("specific proxy"), the specific proxy shall be counted first, regardless of the time it was sent or received (on the basis that as far as possible, the conflicting forms of proxy should be judged to be in respect of different shares) and remaining shares will be apportioned to the blank proxy (pro rata if there is more than one).
10. 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.
11. The 'Vote withheld' option on the form of proxy is provided to enable you to abstain on the resolution. However, a vote withheld is not a vote in law and will not be counted in the calculation of proportion of votes 'For' and 'Against' the resolution.
12. Shareholders who hold shares through CREST and who wish to appoint a proxy or proxies for the General 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 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.
13. 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 10.15 am on 8 May 2019, or if the General 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.
14. CREST members and, where applicable, their CREST sponsors, or voting service providers 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, 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 providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
15. 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.
16. Completion and return of a form of proxy, or the appointment of proxies through CREST, will not preclude a shareholder from attending the General Meeting and voting in person.
17. Shareholders entitled to attend and vote at the General 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 your share certificate), 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.
18. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the General Meeting and the number of votes that may be cast at the General 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 General 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 General Meeting.
19. 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.
20. 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 General 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.
21. The statement of rights of shareholders in relation to the appointment of proxies described in these notes does not apply to nominated persons. Such rights can only be exercised by shareholders.
22. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that they do not do so in relation to the same shares.
23. Any shareholder attending the General Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the General Meeting but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the General Meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the General Meeting that the question be answered.
24. A copy of the notice of General Meeting, and other information required by section 311A of the Companies Act 2006, can be found at <http://www.lighthousegroup.plc.uk>. You may not use this electronic address or any other any electronic address provided either in this form of proxy or in any related documents to communicate with the Company for any purposes other than those expressly stated.
25. Any alterations to this form of proxy should be initialled.