

Eight Peaks Group plc (Company)

General Meeting

Form of proxy

Before completing this form, please read the explanatory notes overleaf

I /We[FULL
NAME[S] IN BLOCK CAPITALS]

Of

being a member of the Company appoint the chairman of the meeting or (see note 2)

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as my/our proxy to attend, speak and vote on my/our behalf at the General Meeting of the Company to be held on 16 May 2019 at 2 pm and at any adjournment of the meeting.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'.

If you wish to appoint multiple proxies, please see note 4 below. Please tick here if you are appointing more than one proxy:[]

RESOLUTIONS	For	Against	Vote withheld
SPECIAL RESOLUTIONS			
1. In accordance with Rule 41 of the AIM Rules for Companies, the cancellation of the admission to trading on AIM (the market of that name operated by the London Stock Exchange plc) of the ordinary shares of 0.1p each in the capital of the Company be and is hereby approved and the directors of the Company be authorised to take all action reasonable or necessary to effect such cancellation.			

2. The Company: be re-registered as a private limited company with the name of Eight Peaks Group Limited; and adopt new articles of association.			
ORDINARY RESOLUTIONS			
3. The directors be given authority to authorise matters giving rise to an actual or potential conflict.			
4. To authorise the Directors to allot shares or grant rights to subscribe for or to convert any security into shares pursuant to section 551 of the Companies Act 2006 (the "Act").			
SPECIAL RESOLUTION			
5. To dis-apply the pre-emption provisions of section 561(1) of the Act.			

Number of shares(see note 3)

Signature	Date

Notes

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote on a poll at a general meeting of the Company.
2. If you wish to appoint another person as proxy you should delete the words "the Chairman of the Meeting" and insert the name of the proxy of your choice in the space provided. Any alterations should be initialled. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf you will need to appoint someone other than the Chairman and give them the relevant instructions directly.

3. If the proxy is being appointed for less than your full voting entitlement, please indicate above your signature the number of shares in relation to which that person 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.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. If you wish to appoint more than one proxy you should either contact One Advisory Group Limited, by telephone on 02075838304 or by post at 201 Temple Chambers, 3-7 Temple Avenue, London EC4Y 0DT to obtain another form of proxy, or photocopy this form. If you appoint multiple proxies, please indicate above your signature the number of shares in relation to which the person named on this form is 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. Where multiple proxies are appointed, failure to specify the number of shares to which this proxy appointment relates or specifying a number which exceeds the number held by the member when totalled with the number specified on other proxy appointments by the same member, will render all the appointments invalid.
5. Completion and return of the form of proxy will not preclude a member from attending and voting at the meeting in person, should they so wish. If you have appointed a proxy and attend the meeting in person, your proxy appointment will be automatically terminated.
6. Where the appointor is a corporation this form must be executed in accordance with section 44 of the Companies Act 2006 or signed on behalf of the corporation by a duly authorised officer or agent and in accordance with article 19 of the Company's articles of association. There is no need for a member being a corporation to appoint a proxy where the corporation is to be present by its duly authorised representative.
7. To be valid, this form of proxy (and any authority under which it is executed or a notarially certified copy of such authority) must be delivered to One Advisory Group Limited, 201 Temple Chambers, 3-7 Temple Avenue, London EC4Y 0DT not less than 48 hours, excluding days which are not working days, before the time of the meeting. The completed form may be sent by post using the reply paid envelope, or scanned and sent by e-mail to liam@oneadvisory.london.
8. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy only the appointment submitted by the most senior holder will be accepted. Seniority shall be determined by the order in which the names of the joint holders stand in the register of members (the first-named being the most senior).

9. To have the right to attend and vote a person must have his/her name entered on the register of members of the Company by no later than 2 p.m. on 14 May 2019. 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.
10. The proxy will vote or abstain from voting as he or she thinks fit on any other business, which may properly come before the meeting.