

Candover Investments plc Attendance Card



If you wish to vote at the General Meeting but are unable to attend in person you may appoint a proxy or proxies to act on your behalf either by completing this form or, in the case of CREST members, by utilising the CREST electronic proxy appointment service or, electronically using the Share Portal at www.signalshares.com.

For use at the general meeting (the General Meeting) of Candover Investments plc (the Company) to be held at 12 noon on 19th April 2018 at Ashurst LLP, Broadwalk House, 5 Appold Street, London EC2A 2HA.

Signature of
person attending

Bar Code:

Investor Code:

Candover Investments plc Form of Proxy

(as defined in the Notice of General Meeting accompanying this Form of Proxy to be held on 19th April 2018)

Bar Code:

Investor Code:

I/We being (a) member(s) of Candover Investments plc, hereby appoint the Chairman of the Meeting (the 'Chairman') or (see notes 3, 10 and 11)

Event Code:

Name of Proxy

Number of Shares

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement* on my/our behalf as directed below at the General Meeting to be held at 12 noon on 19th April 2018 and at any adjournment thereof.

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 11.

I/We direct my/our proxy to vote on the resolution as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote or abstain from voting as he or she thinks fit in relation to any other matter which is put properly before the General Meeting or any adjournment thereof

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

RESOLUTION

- (a) the Company be and is hereby wound up voluntarily pursuant to section 84(1)(b) of the Insolvency Act 1986 and that Derek Neil Hyslop and Patrick Joseph Brazzill (each qualified insolvency practitioners) of Ernst & Young LLP, having consented to act, be and are hereby appointed as joint liquidators (the "**Liquidators**") with the power to act jointly and severally for the purposes of such winding up including realising and distributing the Company's assets and any power conferred on them by law or by this resolution and any act required or authorised under any enactment to be done by them may be exercised by them jointly or by each of them alone; and
- (b) the remuneration of the Liquidators be determined by reference to the time properly applied by them and their staff in attending to matters prior to and during the winding up of the Company and they be and are hereby authorised to draw such remuneration monthly or at such longer intervals as they may determine and to pay any expenses properly incurred by them.

For	Against	Vote withheld	Discretionary
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

Signature

Date

(see notes 6 and 9)

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 at the meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the Notice of General Meeting.
 2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy (or proxies) and attend the meeting in person, your proxy appointment(s) will automatically be terminated.
 3. A proxy does not need to be a member of the Company but will need to attend the meeting to represent you. To appoint as your proxy a person other than the Chairman, insert their full name in the space provided above. If you sign and return this proxy form with no name inserted in the space provided above, the Chairman will be deemed to be your proxy. 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.
 4. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant vote withheld box. A vote withheld is not a vote in law, which means any such vote will not be counted in the calculation of votes for or against the resolution. If you select the discretionary option, or if no voting indication is given on the proxy form, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote or abstain from voting as he or she thinks fit in relation to any other matter which is put before the meeting.
 5. To appoint a proxy using this form, the form must be:
 - completed and signed;
 - sent or delivered to Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF;
 - received by Link Asset Services no later than 12 noon on 17th April 2018; and
 - accompanied by any power of attorney or other authority under which it is signed or a notarised copy of such power or a copy certified in accordance with the Powers of Attorney Act 1971 or in some other manner approved by the Directors. Alternatively, subject to the provisions of the Company's articles of association, you may register your proxy appointment and instructions, or the termination of a proxy's authority, online by visiting the website of our registrars, Link Asset Services, at www.signalshares.com. In order to use the online facility, you will need first to register on the Share Portal, if you have not already done so. Full instructions on how to use this service are available at www.signalshares.com. This website can be used only for the purpose stated above, and not for sending any other document or information.
 6. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by a duly authorised officer of the company or an attorney for the company, stating their capacity (eg director, secretary).
 7. Any alteration made to this form of proxy must be initialled. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
 8. CREST members who wish to appoint a proxy or proxies using the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available at www.euroclear.com/CREST), subject to the provisions of the Company's articles of association. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent (ID: RA10) by 12 noon on 17th April 2018. Please refer to notes 10-12 of the Notice of General Meeting for details.
 9. In the case of joint holders of a share, 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 is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
 10. 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 or if a number of shares greater than your actual holding is inserted in such box 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).
 11. You may appoint more than one proxy, provided each proxy is entitled to exercise rights attached to different shares. To appoint more than one proxy (an) additional proxy form(s) may be obtained by contacting Link Asset Services 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 proxy instructions being given. All forms must be signed and should be returned together in the same envelope.
 12. If you submit more than one valid proxy appointment in respect of your entire voting entitlement, the appointment received last before the latest time for the receipt of proxies will take precedence.
 13. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.
- Only those shareholders registered in the register of members of the Company at close of business on 17th April 2018; or in the event of adjournment at close of business on the date which is two days before the adjourned meeting shall be entitled to attend or vote at the General Meeting in respect of the number of shares registered in their names at that time (regulation 41 of the Uncertificated Securities Regulations 2001). Changes to entries on the register after this time shall be disregarded in determining the right of any person to attend and vote at the General Meeting.

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