

IPSA Group PLC (the “Company”)

Incorporated and registered in England and Wales with Registered No. 05496202

FORM OF PROXY

For use at the Annual General Meeting to be held at 10.30 a.m. on 15 June 2017

I/We.....

being (a) member(s) of IPSA Group PLC (the “Company”) and entitled to vote at the annual general meeting of the company, hereby appoint the Chairman of the meeting or.....

(Please carefully complete using BLOCK CAPITALS and black ink)

as my/our proxy to vote for me/us and on my/our behalf in the manner indicated below at the Annual General Meeting of the Company to be held on 10.30 a.m. on 15 June 2017 at 17th Floor, Millbank Tower, 21-24 Millbank, London SW1P 4QP and at any adjournment thereof.

Please indicate with an X in the appropriate space opposite each resolution how you wish your vote to be cast.

Ordinary Resolutions

FOR AGAINST WITHHELD

1. To receive the director’s reports, the auditors’ report and the accounts for the year ended 30 September 2016
2. To elect Susan Angela Laker as a Director
3. To re-appoint Bennett Brooks & Company Limited as Auditors and authorise the directors to fix their remuneration

Enter number of shares in relation to which your proxy is authorised to vote or leave it blank to authorise your proxy to act in relation to your full entitlement

Please also tick this box if you are appointing more than one proxy

Date:

Signature(s):

Please return this form to Computershare Investor Services (Pty) Ltd, PO Box 61051, Marshalltown, 2107, South Africa to arrive no later than 48 hours before the time fixed for the Annual General Meeting.

Notes

1. As a member of the Company you are entitled to appoint a proxy or proxies of your own choice to exercise all or any of your rights, to attend, speak and vote on your behalf at the meeting. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Unless you insert another name on the form, the Chairman of the meeting will act as your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the General Meeting and are aware of your voting intentions. Please note the Company is under no obligation to check whether any proxy appointed by you (other than the Chairman) votes in accordance with your instructions. 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.
2. To appoint more than one proxy you may photocopy this form. You may not appoint more than one proxy to exercise rights attached to any one share. Please indicate the proxy holder’s name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of shares in the space provided. 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. The completion and return of this form will not preclude a member from attending the meeting and voting in person. If you attend the meeting in person, your proxy will automatically be terminated.
5. Any alteration made to this form of proxy should be initialled.
6. Pursuant to Regulation 41 of the Uncertificated Securities Regulations Act 2001, those shareholders registered in the Register of Members of the Company at 6.00 p.m. on 15 June 2017 or, in the event that the meeting is adjourned, in the Register of Members at 6.00 p.m. on the date which is two days before any adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at the relevant time. Changes to entries on the Register of Members after such time(s) and date(s) (as applicable), shall be disregarded in determining the rights of any person to attend and vote at the meeting.
7. To be effective, this form of proxy, duly completed, must be lodged at Computershare Investor Services (Pty) Ltd, PO Box 61051, Marshalltown, 2107, South Africa or delivered to Computershare Investor Services (Pty) Limited, Ground Floor, 70 Marshall Street, Marshalltown, 2001, South Africa not less than 48 hours before the time appointed for the meeting (being 11.30 p.m. (GMT+2) on 13 June 2017) or any adjournment thereof together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or notarially certified or office copy of such power of attorney.
8. If you want your proxy to vote in a certain way on the resolution specified please place an “X” in one of the relevant boxes for the resolution. If you fail to select any of the given options your proxy can vote as he or she chooses or can decide not to vote at all. The proxy can also do this on any other resolution that is put to the meeting.
9. The “vote withheld” option is provided to enable you to abstain on any particular resolution however it should be noted that a “vote withheld” is not a vote in law and will not be counted in the calculation of the proportion of the votes “For” and “Against” a resolution.
10. In the case of a corporation, this form must be executed under its common seal or under the hand of an officer or agent who is duly authorised in writing to sign on behalf of the Corporation. In the case of an individual, this form must be signed by the individual or by an attorney duly authorised to sign on his/her behalf. In the case of joint shareholders, the signature of the senior shareholder (seniority to be determined by the order in which the names stand in the register of members) shall be accepted to the exclusion of all other joint holders. The names of all joint shareholders should be stated at the top of the form.
11. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service should refer to the notes to the notice of the General Meeting.
12. South African shareholders, who hold dematerialised shares with a Central Securities Depository Participant (“CSD Participant”) or broker and have not selected “own-name” registration, must arrange with their CSD Participant or broker to provide them with the necessary letter of representation to attend the General Meeting or must instruct them as to how they wish to vote in this regard. This must be done in terms of the agreement entered into between the member and the CSD Participant or broker