

# IPSA Group PLC (the “Company”)

Incorporated and registered in England and Wales with Registered No. 5496202

## FORM OF PROXY

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

I/We .....

being a member of IPSA Group PLC (“the Company”) and entitled to vote at the General Meeting, 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 General Meeting of the Company to be held on 15 June 2017 at 17th Floor, Millbank Tower, 21-24 Millbank, London SW1P 4QP at 10.30 a.m. 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 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 Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA to arrive no later than 48 hours before the time fixed for the 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.
- (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 they wish so and are so entitled. If you attend the meeting in person, your proxy will automatically be terminated.
- (5) Pursuant to Regulation 41 of the Uncertificated Securities Regulations Act 2001, those shareholders registered in the Register of Members of the Company 10.30 a.m. on 15 June 2017 or, in the event that the meeting is adjourned, at 6.00 p.m. on the date which is 2 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 6.00 p.m. on 13 June 2017 or, in the event that the meeting is adjourned, at 6.00 p.m. on the date which is 2 days before any adjourned meeting, shall be disregarded in determining the rights of any person to attend and vote at the meeting and for the purpose of the determining the number of votes a member may cast.
- (6) To be effective, this form (together with any power of attorney or other authority under which this form is signed) must be lodged at Neville Registrars Limited of Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA not less than 48 hours before the time fixed for the meeting (or any adjourned meeting(s)).
- (7) 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.
- (8) 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.
- (9) In the case of a member which is a corporation, this form must be executed under its common seal signed by an officer of the corporation or an attorney for 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. Where this form has been executed by an attorney, a copy of that power or authority certified by a notary or in accordance with the Powers of Attorneys Act 1971 should be returned with the form.
- (10) 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.

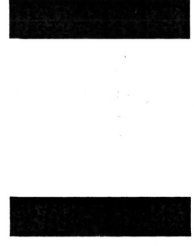


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Neville Registrars Limited  
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