

(REGISTERED NUMBER 07811410) IN THE HIGH COURT OF JUSTICE BUSINESS AND PROPERTY COURTS OF ENGLAND AND WALES COMPANIES COURT IN THE MATTER OF BGEO GROUP PLC AND IN THE MATTER OF THE COMPANIES ACT 2006

## Attendance Card

Please bring this card with you to the Court Meeting and present it at shareholder registration/accreditation. For use at the meeting convened by the Court (the "Court Meeting") of the holders of ordinary shares.

### Additional Shareholders:

IN THE HIGH COURT OF JUSTICE BUSINESS AND PROPERTY COURTS OF ENGLAND AND WALES COMPANIES COURT CASE NO. CR- 2018-000280  
IN THE MATTER OF BGEO GROUP PLC AND IN THE MATTER OF THE COMPANIES ACT 2006 BLUE FORM OF PROXY - COURT MEETING TO BE HELD AT 11:00 A.M. ON 30 APRIL 2018

SRN:

Barcode:

## Form of Proxy - Court Meeting to be held at 11.00 a.m. on 30 April 2018



Cast your Proxy online...It's fast, easy and secure!

[www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy)

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

View the Scheme Circular online at [www.bgeo.com/prospectuses](http://www.bgeo.com/prospectuses)

**Control Number: 914904**

**SRN:**

**PIN:**



**Kindly Note:** This form is issued only to the addressee(s) and is specific to the unique designated account printed thereon. The Company and Computershare Investor Services PLC (the "Registrar") accept no responsibility for any instruction that does not comply with these conditions.

### Explanatory Notes:

- Every Scheme Shareholder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on his behalf at the Court Meeting. If you wish to appoint a person other than the Chairman, please strike out the words 'the Chairman of the Court Meeting' overleaf and insert the full name of your chosen proxy holder in the box (see reverse). 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 (see reverse) the number of shares in relations to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on the matter, this Form of Proxy shall be invalid. 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. For any other business arising at the Court Meeting (including any proper procedural resolution not listed in the notice of the Court Meeting) your proxy will vote at his discretion.
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on +44 (0)370 873 5866 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see overleaf) the number of Scheme Shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All Forms of Proxy must be signed and should be returned together in the same envelope.
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the Court Meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two business days before the day of the 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 Court Meeting.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on +44 (0)370 873 5866 or go to [www.investorcentre.co.uk](http://www.investorcentre.co.uk) to use the online Investor Centre service to request a change of address form.
- Any alterations made to this Form of Proxy should be initialled.
- The completion and return of this Form of Proxy will not preclude a member from attending the Court Meeting and voting in person. You are advised to arrive at least 15 minutes before the start of the meeting to allow time for registration.
- In the case of joint holders of Scheme Shares, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.
- Terms defined in the Scheme Circular issued on 26 March 2018 shall have the same meanings when used in this Form of Proxy, unless the context otherwise requires.
- If this Form of Proxy is not returned by the relevant time, it may be handed to the Chairman or to the Company's registrar before the start of the Court Meeting and will still be valid.
- To change your proxy instructions simply submit a new proxy appointment using the method set out in note 2 above. Note that the cut-off time for receipt of proxy appointments (see overleaf) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If you submit one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence.
- In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZY. The revocation notice must be received by Computershare Investor Services PLC no later than 11.00 a.m. on 26 April 2018. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to paragraph 6 above, your proxy appointment will remain valid.
- In the case of a member which is a company, any Form of Proxy and subsequent revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the Form of Proxy or revocation notice is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy or revocation notice (as applicable).
- To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than two business days before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

### All Named Holders:

**To be effective, all proxy appointments must be lodged at the office of the Company's registrars at: Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 26 April 2018 by 11.00 a.m., subject to note 9 above.**

**Poll Card**

To be completed **only** at the Court Meeting.

**FOR** the said Scheme of Arrangement:

Signature

**AGAINST** the said Scheme

Signature

In the case of a corporation, a letter of representation will be required (in accordance with S323 of the Companies Act 2006) unless this has already been lodged at registration.

**Form of Proxy – Court Meeting**

Please use a **black** pen.

SRN:

Barcode:



Please read carefully the Notice convening the Court Meeting set out at the back of the circular sent to BGEO Group plc shareholders dated 26 March 2018 (the “Scheme Circular”) and the explanatory notes set out herein before completing this Form of Proxy.

I/We being a member/members of BGEO Group plc (the “Company”), hereby appoint the Chairman of the Court Meeting OR the following person (see note 1 overleaf):

Number of Scheme Shares proxy is appointed over (complete only if less than entire shareholding) (see notes 1 and 2 overleaf)

Name of proxy

**Please leave this box blank if you have selected the Chairman. Do not insert your own name(s).**

as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the Court Meeting of the Company to be held at 11.00 a.m. on 30 April 2018 at 100 New Bridge Street, London, EC4V 6JA and at any adjournment of it for the purpose of considering and, if thought fit, approving, with or without modification, the proposed scheme of arrangement (the “Scheme”) referred to in the Notice convening the Court Meeting and at such Court Meeting to vote for me/us and in my/our name for the Scheme (either with or without modification, as my/our proxy may approve) or against the Scheme as indicated below.

Please sign ONE of the boxes below (see note 1 overleaf).

**IMPORTANT:** if you wish to vote FOR the Scheme, sign the box marked “FOR the said Scheme”, or if you wish to vote AGAINST the Scheme, sign in the box marked “AGAINST the said Scheme”. If you sign in both boxes, or if you do not sign in either, then this Form of Proxy will be invalid.

**FOR** the said Scheme

Signature

**AGAINST** the said Scheme

Signature

Date

Please tick box **ONLY** if you are appointing more than one proxy (see note 2 overleaf)

If signing on behalf of a company, please state your official capacity.

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer only authorized stating their capacity (e.g. director, secretary).

**Official Capacity**

Please return by post or, during normal business hours, by hand, to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY so as to arrive by 11.00 a.m. on 26 April 2018 (or, in the case of an adjourned meeting, not less than two business days before the time fixed for the holding of the adjourned meeting). Alternatively, this Form of Proxy may be handed to Computershare Investor Services PLC or the Chairman of the Court Meeting at the start of the Court Meeting.

Notice of the Court Meeting and details of the business to be transacted are contained in the circular to the Company’s shareholders containing the Scheme.

