



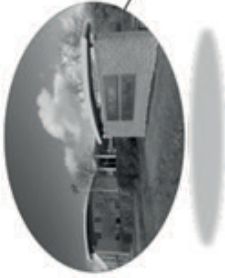
Shareholder Reference Number

Dear Shareholder,

**Notice of Availability**

GBG's Annual Report & Accounts 2019 (the 'Annual Report') and the Notice of the Annual General Meeting are now available to view on the Company's website <https://www.gbgrplic.com/uk/investors/financial-statements>.

The Annual General Meeting (the 'AGM') will be held at GBG's head office in Chester on Thursday, 25 July 2019 at 1.00 p.m.



Should you wish to attend the AGM, please bring this form with you on the day.

**Share View and Electronic Communications**

If you wish to receive electronic communications and manage your shareholding online please visit the website of our Registrar Equiniti at [www.shareview.co.uk](http://www.shareview.co.uk) and click on 'Register' in the top left hand corner.

Yours sincerely

**John Constantin**

Group Company Secretary & General Counsel (FCIS)

Should you wish to receive information in hard copy please write to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA.

[Name] \_\_\_\_\_

[Address line 1] \_\_\_\_\_

[Address line 2] \_\_\_\_\_

[Address line 3] \_\_\_\_\_

[Address line 4] \_\_\_\_\_

[Address line 5] \_\_\_\_\_

[Postcode] \_\_\_\_\_

## GB Group plc FORM OF PROXY

Voting ID

Task ID

Shareholder Reference Number

**Form of Proxy for Annual General Meeting, 2019**

I/We (member/members of GB Group plc hereby appoint the Chairman of the meeting, or (block letters)

as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company, to be held on 25 July 2019, and at every adjournment thereof. The proxy is directed to vote on the resolutions set out in the notice convening the Annual General Meeting as follows:

Resolutions	For	Against	Vote Withheld
1. To receive the Directors' Report and Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Declare a final dividend for the year ended 31 March 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Reappointment of Nicholas Richard Brown as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Reappointment of Charmaine Bridget Carmichael as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To receive the Report on Directors' Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To reappoint Ernst & Young LLP as auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To authorise the Directors to determine Ernst & Young LLP's remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Ordinary resolution set out as Resolution No. 8	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Special resolution set out as Resolution No. 9	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Special resolution set out as Resolution No. 10	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Special resolution set out as Resolution No. 11	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please indicate with an 'X' in the box provided how you wish your proxy to vote. If no indication is made, the proxy will vote or abstain from voting as he/she thinks fit.

Alternatively, Electronic Proxy Appointment (EPA) is available for the Annual General Meeting. To use this facility you must visit [www.sharevote.co.uk](http://www.sharevote.co.uk) where details of the procedure are shown. The Voting ID, Task ID and Shareholder Reference Number shown at the top of this Form of Proxy will be required to complete the procedure. EPA will not be valid if received after 1.00 p.m. on Tuesday 23 July, 2019 and will not be accepted if found to contain a computer virus. Please refer to note 2 of the Notice of the Annual General Meeting for further details.

CREST members who wish to utilise CREST electronic proxy appointment service for the Annual General Meeting should transmit a CREST proxy instruction, using the procedures described in the CREST manual, so as to reach the Company's registrar, Equiniti, CREST participant ID RA19 not later than 1.00 p.m. on Tuesday 23 July, 2019. Please refer to note 3 of the notice of Annual General Meeting for further details.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Signature \_\_\_\_\_

**Please see overleaf for notes and instructions relating to the Form of Proxy.**



#### Notes and instructions on completing the form of proxy

- All members are entitled to attend and vote at the Annual General Meeting and they may appoint one or more proxies to attend and, on a poll, to vote on their behalf.
- Where the form of proxy is executed by a corporation it must be under its common seal or otherwise executed by such corporation in the form of a deed or under the hand of an officer or attorney duly authorised in writing, which must be lodged together with the proxy form.
- If any proxy is desired other than the Chairman of the meeting, strike out the words “the Chairman of the meeting, or”, initial the alteration, and insert the name(s) and address(es) of the person(s) preferred in the space provided. A proxy need not be a member of the Company.
- In the case of holdings held in joint names, the signature of one holder will be sufficient.
- Any alteration to this form should be initialled.
- To be valid, the form of proxy must be deposited, properly completed with the registrar to the Company, Equiniti Limited, Aspect House, Spencer Road, West Sussex BN99 6DA not later than 1.00 p.m. on Tuesday 23 July 2019, or any adjourned meeting, together with any other documentation required.
- To have the right to attend and vote at the meeting (and also for the purpose of calculating how many votes a person may cast), a person must have their name entered on the register of members by no later than 6.30 p.m. on Tuesday 23 July 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.
- In the case of joint holders, the vote of the senior who tenders a vote, either in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the Register of Members in respect of the joint holding.
- The appointment of a proxy will not preclude any member from attending the meeting, or any adjournment thereof, and voting in person.
- The proxy confers authority to demand or join in demanding a poll.



Freeport RTHJ-CLLL-KBKU  
Equiniti  
Aspect House  
Spencer Road  
LANCING  
BN99 8LU

