



PLEASE DETACH THIS PORTION BEFORE POSTING THE FORM OF PROXY

SHAREHOLDER COMMUNICATION

The purpose of this form is to ask you to consider how you would like to receive shareholder communications in the future. If you currently receive shareholder communications by post, you can choose to increase the speed with which you access shareholder documents and also help reduce the impact on the environment by not only reading our Annual Report and Accounts online, but also by choosing to receive your form of proxy voting instructions via email and voting electronically. Please choose one of the following options below:



Option 1 (written notification) Option 2 (email notification) Option 3 (paper)

The Company continues to monitor developments relating to the outbreak of Covid-19, including the related public health guidance and legislation issued by the Government. In light of these measures, we hope that shareholders will understand that our AGM this year will be run as a closed meeting and shareholders will not be permitted to attend in person. We are therefore implementing the following precautions to ensure that we hold our AGM in a compliant and safe way:

- shareholders and their representatives will NOT be permitted to attend the AGM in person;
instead, all shareholders should vote by proxy to ensure that their vote is counted at the AGM either:
by appointing a proxy electronically (see notes 4 and 5 overleaf) or
by completing the attached Form of Proxy and returning it by post.

Given the restrictions on attendance, shareholders should appoint the Chairman of the meeting as their proxy.

If we do not hear from you by Friday 14th August 2020, you will be deemed to have agreed to Option 1.

Shareholder Reference Number

Empty box for Shareholder Reference Number

FORM OF PROXY - GB GROUP PLC

VOTING ID TASK ID SHAREHOLDER REFERENCE NUMBER

The Annual General Meeting of GB Group Plc (the 'Company') is to be held at the Company's Registered Office at The Foundation, Herons Way, Chester Business Park, Chester, CH4 9GB on Monday 10th August 2020 at 10.00am. I/We being a member(s) of the Company, hereby appoint the Chairman of the meeting (see Note 1) as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company and at any adjournment thereof. Please indicate by inserting a cross in the appropriate box, how you wish your votes to be cast on the resolutions mentioned. If you sign this form and return it without any specific directions your appointed proxy will vote or abstain at his/her discretion on the resolutions to be proposed as he/she will upon any other motion arising at the meeting.

I/We instruct the proxy to vote on the following resolutions as follows:

Table with 3 columns: Resolution description, For, Against, Withheld. Contains Ordinary Resolutions 1-6 and Special Resolutions 7-12.

Signature

Date

## Notes and Instructions

1. Given the UK Government public health restrictions for Covid-19, shareholders and their representatives will NOT be permitted to attend the AGM in person. You should therefore appoint the Chairman of the meeting as your proxy rather than a named person who will not be permitted to attend the meeting. If you appoint any person other than the Chairman of the meeting as your proxy, your vote will not be counted.
2. Under normal circumstances, shareholders may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. However, given the restrictions on attendance at the AGM, you should appoint only the Chairman of the meeting as your proxy rather than appointing one or more named person(s) who will not be permitted to attend the meeting.
3. To be valid, proxy forms together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney should be signed and returned in the envelope provided by 10:00 am on Thursday 6th August 2020.
4. To have the right to 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 6.30pm on Thursday 6th August 2020. 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.
5. As an alternative to completing this Form of Proxy, you can appoint a proxy electronically by visiting [www.sharevote.co.uk](http://www.sharevote.co.uk). You will need your Voting ID, Task ID and Shareholder Reference Number (as printed on this Form of Proxy). Alternatively, if you have already registered with Equiniti's online portfolio service, Shareview, you can submit your Form of Proxy at [www.shareview.co.uk](http://www.shareview.co.uk). Full instructions are given on both websites. For an electronic proxy appointment to be valid, the appointment must be received by the Company's registrar, Equiniti, no later than 10:00am on Thursday 6th August 2020 (or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting). Any electronic communication sent by a shareholder to Equiniti which is found to contain a virus will not be accepted by the Company, but every effort will be made by the Company to inform the shareholder of the rejected communication.
6. CREST members who wish to appoint a proxy using the CREST electronic appointment service may do so by using the procedures described in the CREST manual. 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 the issuer's agent RA19 no later than 48 hours before the time fixed for the meeting. You should appoint the Chairman of the meeting as your proxy rather than a named person who will not be permitted to attend the meeting.
7. To direct your proxy how to vote on the resolutions, please mark the appropriate box with an "X". To abstain from voting on a resolution, select the relevant "vote withheld" box. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion.
8. In the case of joint holders, the vote of the senior holder who tenders a vote by proxy, will be accepted to the exclusion of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the Register of Members. The names of the joint holders should be stated. OR In the case of holdings held in joint names, the signature of one holder will be sufficient.
9. If the member is a corporation, this proxy should be executed either under its common seal, or under the hand of its attorney or any person duly authorised on its behalf.
10. 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.
11. If you submit more than one valid proxy appointment, the appointment received last before the latest time for receipt of the proxies will take precedence.
12. Any alteration to this form should be initialled.
13. This proxy confers authority to demand or join in demanding a poll.