



ATTENDANCE CARD

JELF GROUP PUBLIC LIMITED COMPANY – GENERAL MEETING

To be held at 11.15 a.m. on Thursday 29 October 2015 at the offices of the Company at Hillside Court, Bowling Hill, Chipping Sodbury, Bristol BS37 6JX.

If you wish to attend the General Meeting in your capacity as a shareholder, please sign and bring this card with you when you come to the General Meeting and on arrival hand it to the registrars. This will facilitate entry to the General Meeting.

Signature of
person attending

Barcode:

Investor Code:

Notes:

1. Before completing this Form of Proxy, please also read the sections entitled "Actions to be Taken" and the "Notice of General Meeting" set out in the Scheme Circular which is available to view and download at www.jelfgroup.com (under the "Investor Relations" section).
2. If you wish to appoint any other person as your proxy, please delete the words "the Chairman of the Meeting or" and insert his or her name and address. A proxy need not be a member of the Company.
3. Please indicate with an "X" in the appropriate box how you wish your vote to be cast. If no indication is given, your proxy will be deemed to have authority to vote or abstain as he/she thinks fit.
4. For the purposes of this document, the term "Scheme Circular" means the circular dispatched to shareholders of the Company on 6 October 2015 in respect of the proposed scheme of arrangement under Part 26 of the Companies Act 2006 between the Company and the holders of Scheme Shares. Capitalised terms not otherwise defined herein have the meanings ascribed to them in the Scheme Circular or the Notice of General Meeting.
5. Only those shareholders registered in the register of members of the Company as at 6.00 p.m. on 27 October 2015 or, in the event that the General Meeting is adjourned, in such register at 6.00 p.m. on the day falling two business days before the time fixed for the adjourned meeting (or such holders' duly appointed representatives), shall be entitled to attend and vote at the General Meeting in respect of the number of shares registered in their names at the relevant time. Changes to entries on the register after the relevant time will be disregarded in determining the rights of any person to attend or vote at the meeting.
6. In the case of joint holders of shares, any one such joint holder may tender a vote, whether in person or by proxy, at the General Meeting, but if more than one such joint holder shall tender a vote the vote of the senior member shall be accepted to the exclusion of any votes of the other joint holder(s), and seniority shall be determined by the order in which the names of the holders stand in the register of members of the Company.
7. A member entitled to attend and vote at the General Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote at the General Meeting and any adjournment(s) thereof. A member may appoint more than one proxy in relation to the General Meeting, provided that if two or more valid but differing appointments of proxy are delivered or received for the same share(s) for use at the General Meeting, the one which is last validly delivered or received (regardless of its date or the date of its execution) shall be treated as replacing and revoking the other or others as regards such share(s). If the Company is unable to determine which appointment was last validly delivered or received, none of them shall be treated as valid in respect of such share(s). A proxy need not be a member of the Company.



Jelf Group Public Limited Company (the "Company") White Form of Proxy for the General Meeting (as defined in the Scheme Circular) to be held at 11.15 a.m. on 29 October 2015

Kindly Note: in addition to completing this WHITE form of proxy please also complete and return the BLUE form of proxy attached. Please read the attached Notes before completing either form of proxy.

Barcode:

Investor Code:

Please read the explanatory notes above before completing this form.

For use by members of the Company entitled to vote at the General Meeting

I/We being a member of the Company hereby appoint the Chairman of the meeting or (see Note 2 above)

Name of proxy

Number of shares proxy appointed over

as my/our proxy to attend and vote instead of me/us on the Resolution to be proposed at the General Meeting of the Company to be held at the offices of the Company at Hillside Court, Bowling Hill, Chipping Sodbury, Bristol BS37 6JX, England on 29 October 2015 at 11.15 a.m. and at any adjournment thereof. I have indicated with an 'X' how I/we wish my/our votes to be cast on the following resolution.

Please tick here if you are appointing more than one proxy: ☐

I/We wish this proxy to be used, as shown below (see Note 3):

Event Code:

SPECIAL RESOLUTION

To give effect to the scheme of arrangement between the Company and the Scheme Shareholders (the "Scheme"):

- (a) to authorise the directors of the Company to take all such action as they may consider necessary or appropriate; and
- (b) to make certain amendments to the articles of association of the Company,
in each case as more particularly set out in the Notice of General Meeting to which this proxy relates.

For	Against	Vote Withheld
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

Intention to Attend

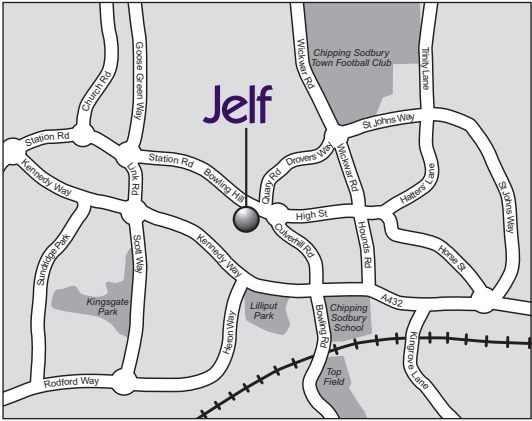
Please indicate if you intend to attend the General Meeting: ☐

Kindly note that this form is issued to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders, or (ii) uniquely designated accounts. The Company accepts no liability for any instruction that does not comply with these conditions.

I/we instruct my/our proxy as indicated on this form. Unless otherwise instructed, the proxy may vote as he or she sees fit or abstain in relation to any business of the Meeting. 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 duly authorised, stating their capacity (e.g. director, secretary).

Signed

Dated



Directions to the Court Meeting at the offices of the Company at Hillside Court, Bowling Hill, Chipping Sodbury, Bristol BS37 6JX, England.

NOTES (continued)

8. To be effective, this Form of Proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney must be received by the Company's registrars, Capita Asset Services at Capita Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, not later than 11.15 a.m. on 27 October 2015 or, if the General Meeting is adjourned, not less than 48 hours before the time fixed for the adjourned meeting (excluding any part of such 48 hour period falling on a weekend or a public holiday in the UK unless otherwise announced).
9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider who will be able to take the appropriate action on their behalf.
- In order for a proxy appointment made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as specified in the CREST Manual (available via <http://www.euroclear.com/CREST>). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent (ID RA10) not later than the time stated in Note 8 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change in instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. Reference should be made to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (SI 2001/3755) (as amended).
10. Any corporation which is a member may, by resolution of its directors or other governing body or in accordance with its governing law or constitutional documents, appoint a corporate representative who may exercise on its behalf all of its powers as a member.
11. Any alterations to this Form of Proxy should be initialed.
12. Delivery or receipt of an appointment of proxy does not prevent a member from attending and voting in person at the General Meeting, or any adjournment thereof.
13. An abstention option has been included on this Form of Proxy. The legal effect of choosing the abstention option on any resolution is that the member concerned will be treated not to have voted on the relevant resolution. The number of votes in respect of which there are abstentions will however be counted and recorded, but disregarded in calculating the votes for or against a resolution.
14. Copies of the Company's existing articles of association and copies of the articles of association as proposed to be amended by the special resolution set out in the Notice of General Meeting are available on the Company's website at www.jelfgroup.com (under the "Investor Relations" section) or for inspection at the offices of the Company at Hillside Court, Bowling Hill, Chipping Sodbury, Bristol BS37 6JX for at least 15 minutes prior to the General Meeting.
15. The above is how your address appears on the register of members. If this information is incorrect please ring Capita Asset Services on 0371 664 0321 or if calling from outside the UK on +44 (0) 208 639 3399. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 9.00 a.m. to 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Capita Asset Services cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

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