

NOTES TO THE FORM OF PROXY

- Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the AGM.
- A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company.
- A form of proxy which may be used to make such appointment and give proxy instructions accompanies this Notice.
- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where the appointment does not specify the proportion or number of the shareholder's votes each proxy may exercise, then the proxy is deemed to be authorised for the whole of the shareholder's holding (or in the case of a shareholder with designated accounts, the whole of the holding in the designated account).
- Your proxy must vote as you instruct and must attend the Meeting for your vote to be counted.
- If a proxy is not directed how to vote on an item of business the proxy may vote, or abstain from voting, as they think fit. A proxy shall have authority to demand or join in demanding a poll at the Meeting.
- Should any resolution, other than those specified in this Notice of Meeting, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.
- If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the shareholder's behalf on the poll and the shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
- Completed Proxy Forms should be sent to Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, B62 8HD.
- To be effective, proxy forms must be received by Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, B62 8HD by 3:00 p.m. (UK time) on 28 June 2020.
- Proxy forms received after this time will be invalid.
- The Proxy Form must be signed by the shareholder or the shareholder's attorney. A Proxy Form must be completed by, or on behalf of, the shareholder making the appointment. A corporation may execute a Proxy Form either under its common seal or under the hand of a duly authorised officer(s). Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the power of attorney, or the power itself, must be received by Neville Registrars Limited (as appropriate) by 3:00 p.m. on 28 June 2020.
- In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first named being the most senior).
- Shareholders who return a Proxy Form will still be able to attend the AGM and vote in person if they so wish. If you attend the AGM in person and vote, then your proxy appointment will automatically be terminated.
- CREST members who wish to appoint a proxy or proxies by 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 our agent Neville Registrars Limited (CREST ID: 7RA11) by 3:00 p.m. (UK time) on 28 June 2020. See the notes to the Notice of Meeting for further information on proxy appointments through CREST.
- As an alternative to completing the hard-copy proxy form, you can appoint a proxy electronically with Neville Registrars Limited at www.sharegateway.co.uk and completing the authentication requirements including their personal proxy registration code as shown on the proxy form. For an electronic proxy appointment to be valid, your appointment must be received by Neville Registrars Limited no later than 3:00 p.m. 28 June 2020.

PLEASE NOTE THAT THE NOTES ABOVE SET OUT THE NORMAL MEETING ATTENDANCE AND PROXY APPOINTMENT RIGHTS OF MEMBERS AS SET OUT IN THE ACT OR THE ARTICLES. HOWEVER, DEPENDING ON THE PUBLIC HEALTH POLICIES IN EFFECT ON THE DATE OF THE ANNUAL GENERAL MEETING, ATTENDANCE TO THE MEETING MIGHT BE RESTRICTED. THEREFORE, WE STRONGLY ENCOURAGE YOU TO APPOINT THE CHAIRMAN OF THE ANNUAL GENERAL MEETING AS YOUR PROXY AND THAT YOU AVOID ATTENDING THE ANNUAL GENERAL MEETING IN PERSON.

Please complete and return this Form of Proxy to the Registrar at the address shown overleaf. If you wish to use an envelope, please address it to 'FREEPOST NEVILLE'. If it is posted outside the United Kingdom, please return it in an envelope using the address shown overleaf and pay the appropriate postage charge.

FIRST SENTINEL PLC

(Registered in England and Wales with Company no. 10183367)

FORM OF PROXY

I/We _____ being (a) member(s) of the Company and entitled to vote at the Annual General Meeting, hereby appoint

(Please only complete if appointing someone other than the Chairman of the Meeting)

or failing him/her, the Chairman of the Meeting as my/our proxy, to attend, speak and vote for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on 30 June 2020 at 72 Charlotte Street, London, W1T 4QQ at 3:00 p.m. and at any adjournment thereof.

Ordinary Resolutions

	FOR	AGAINST	WITHHELD
1 To receive the annual report and accounts for the year ended 31 December 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To approve the Directors' remuneration report in the form set out in the Company's annual report and accounts for the year ended 31 December 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To re-elect Brian Stockbridge as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To re-elect Aimee Ayn Freeding as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To appoint MAH Professional Services Limited as auditor of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 To authorise the Audit Committee to determine the Auditor's remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Your personal proxy registration code is: ABCD-123-EFG

If you are planning to attend the Annual General Meeting, please tick the following box:

Mark this box with an "X" if you are appointing more than one proxy:

Signed:

Leave blank to authorise your proxy to act in relation to your full entitlement or enter the number of shares in relation to which your proxy is authorised to vote:

Date:

D

D

-

M

M

-

Y

Y



>123-0
Name
Address 1
Address 2
Address 3
Address 4
Address 5
Address 6

Business Reply Plus
Licence Number
RSTY-SAKX-RZSL



NR 1

Neville Registrars Limited
Neville House
Steelpark Road
Halesowen
B62 8HD