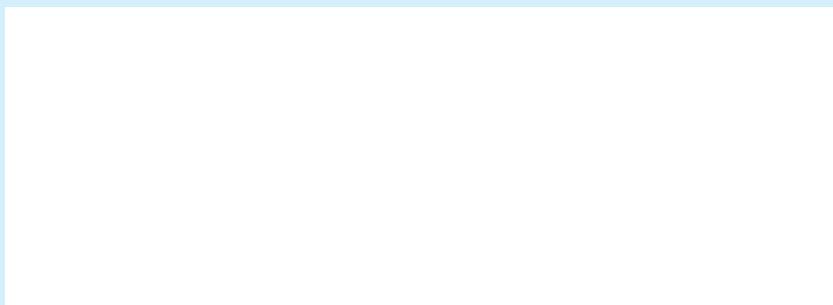




**ATTENDANCE CARD  
JELF GROUP PUBLIC LIMITED COMPANY –  
COURT MEETING**



To be held at 11.00 a.m. on Thursday 29 October 2015 at the offices of the Company at Hillside Court, Bowling Hill, Chipping Sodbury, Bristol BS37 6JX, England.

If you wish to attend the Court Meeting in your capacity as a Scheme Shareholder, please sign and bring this card with you when you come to the Court Meeting and on arrival hand it to the registrars. This will facilitate entry to the Court Meeting. You are advised to arrive at least 15 minutes before the start of the meeting to allow time for registration.

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 Court Meeting" set out in the Scheme Circular which is available to view and download at [www.jelfgroup.com](http://www.jelfgroup.com) [www.jelfgroup.com](http://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 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 Court Meeting.
5. Only those holders of Scheme Shares 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 Court 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 Court Meeting in respect of the number of Scheme 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 Scheme Shares, any one such joint holder may tender a vote, whether in person or by proxy, at the Court 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 holder of Scheme Shares entitled to attend and vote at the Court Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote at the Court Meeting and any adjournment(s) thereof. A holder of Scheme Shares may appoint more than one proxy in relation to the Court 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 Court 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")  
Blue Form of Proxy for the Court Meeting (as defined in the Scheme Circular)  
to be held at 11.00 a.m. on 29 October 2015**

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



Barcode:

Investor Code:

Event Code:

Please read the explanatory notes above before completing this form.  
For use by holders of Scheme Shares entitled to vote at the Court Meeting

I/We being a holder of Scheme Shares hereby appoint the Chairman of the meeting or (see Note 2 above)

Name of proxy

Number of Scheme Shares proxy appointed over

as my/our proxy to attend and vote instead of me/us on the Resolution to be proposed at the Court 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 11.00 a.m. and at any adjournment thereof.

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):

**Resolution**

To approve the Scheme in accordance with the terms of the notice convening the Court Meeting.

**FOR the Scheme**

**AGAINST the Scheme**

**Intention to Attend**

Please indicate if you intend to attend the Court Meeting:

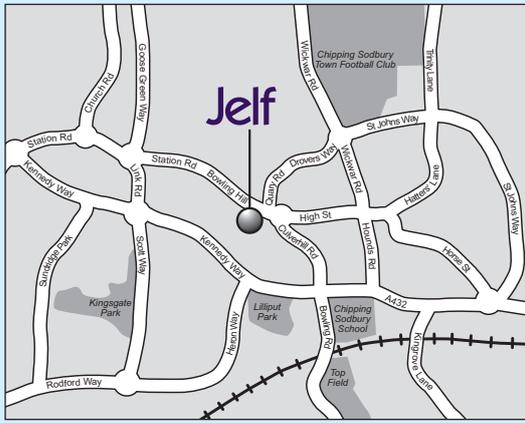
Kindly note that this form is issued to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders, or (ii) uniquely designated accounts. The Company accepts no liability for any instruction that 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 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 the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or other authority, 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 11.00 a.m. on 27 October 2015 or, if the Court 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. If this Form of Proxy is not so lodged, it may be handed to a representative of Capita Asset Services at the venue of the Court Meeting, or to the Chairman of the Court Meeting, before the start of the Court Meeting and will still be valid.
10. 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).

11. Any corporation which is a holder of Scheme Shares 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.
12. Any alterations of this Form of Proxy should be initialed.
13. Delivery or receipt of an appointment of proxy does not prevent a member from subsequently attending and voting in person at the Court Meeting, or any adjournment thereof.
14. 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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Business Reply Plus  
Licence Number  
RLUB-TBUX-EGUC



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