

## Form of Proxy – Court Meeting to be held at 11.00 a.m. on 13 August 2018

### Explanatory Notes:

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairperson, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
2. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0370 702 0000 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
4. The above is how your address appears on the shareholder register. If this information is incorrect please ring the Registrar's helpline on 0370 702 0000 to request a change of address form or go to [www.investorcentre.co.uk/je](http://www.investorcentre.co.uk/je) to use the online Investor Centre service.
5. Any alterations made to this form should be initialled.
6. The completion and return of this form will not preclude a member from attending the meeting and voting in person.
7. To be effective, all proxy appointments must be:
  - (a) lodged electronically at [www.eproxyappointment.com](http://www.eproxyappointment.com) and received not later than 11.00 a.m. on 11 August 2018;
  - (b) returned, together with any power of attorney or other authority under which it is signed, or a duly certified copy thereof, via email to [#UKCSBRS.ExternalProxyQueries@computershare.co.uk](mailto:#UKCSBRS.ExternalProxyQueries@computershare.co.uk) or [investor.relations@arria.com](mailto:investor.relations@arria.com) by 11.00 a.m. on 11 August 2018;
  - (c) returned, together with any power of attorney or other authority under which it is signed, or a duly certified copy thereof, by post to Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, to arrive by 11.00 a.m. on 11 August 2018;
  - (d) handed to the Chairperson of the Court Meeting before the taking of the poll; or
  - (e) transmitted (if shareholders entitled to attend and vote at the Court Meeting who hold their shares through CREST opt to take this option) to Computershare Investor Services PLC (under CREST participant ID 3RA50) so as to be received (being the time from which Computershare Investor Services PLC are able to retrieve the message by enquiry on CREST) by Computershare Investor Services PLC no later than 11.00 a.m. on 11 August 2018.

In the case of an adjourned meeting, the above steps must be completed not less than 48 hours prior to the time and date fixed for such adjourned meeting (excluding any day that is not a working day).

**Kindly Note:** This form is issued only 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. Computershare Investor Services Investor Services PLC and the Company accepts no liability for any instruction that does not comply with these conditions.

Shareholders are given the option to register the appointment of a proxy for the Court Meeting electronically by accessing the website [www.eproxyappointment.com](http://www.eproxyappointment.com). You will need your Control Number, Shareholder Reference Number (SRN), and PIN which are shown below. For lodging your proxy electronically at [www.eproxyappointment.com](http://www.eproxyappointment.com):

Control Number:

SRN:

PIN:

PLEASE READ THE NOTICE CONVENING THE COURT MEETING DATED 18 JULY 2018 THE EXPLANATORY NOTES SET OUT IN SUCH NOTICE AND THE SECTION ENTITLED "ACTION TO BE TAKEN" IN THE SCHEME DOCUMENT, WHICH HAS BEEN SENT TO SHAREHOLDERS, BEFORE COMPLETING THIS FORM OF PROXY

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## Form of Proxy

I/We, the undersigned being shareholders of Arria NLG plc (the "Company") hereby appoint the Chairperson of the Meeting, Sharon Daniels or the Company Secretary, Thomas Makeig or, failing either of them, any other director of the Company, or ....., as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the Court Meeting of the Company to be held at the offices of Clintons, located at 55 Drury Lane, London, WC2B 5RZ at 11.00 a.m. on 13 August 2018 and at any adjournment or postponement thereof.

**I/We wish my/our proxy to vote as indicated below in respect of the Scheme at the Court Meeting. Please give instructions to your proxy by signing your name in ONE of the boxes below:**

**IMPORTANT:** If you wish to vote for the Scheme in accordance with the resolution in the Notice of Court Meeting forming part of the Scheme Document dated 18 July 2018, sign in the box marked "FOR the Scheme." If you wish to vote against the Scheme, sign in the box marked "AGAINST the Scheme". If you sign in both boxes, or if you do not sign in either box, then this proxy form shall be invalid.

**FOR the scheme**

**AGAINST the scheme**

**Date**

DD/MM/YY

In the case of joint holders, only one holder need sign. In the case of a corporation, the Form of Proxy should be signed by a duly authorised official whose capacity should be stated, or by an attorney.