

NOTICE OF AVAILABILITY

The Notice of Annual General Meeting to which this Proxy Form relates and the Report and Accounts are available on the Company's website at www.nasstar.com

NOTES TO THE FORM OF PROXY

- 1 If you wish to appoint some other person as your proxy please insert his/her name, initial and strike out the words 'the Chairman of the Meeting'. A proxy need not be a member of the Company. Appointing a proxy will not preclude you from personally attending and voting at the meeting (in substitution for your proxy vote) if you subsequently decide to do so. If no name is entered, the return of this form, duly signed and dated, will authorise the Chairman of the meeting to act as your proxy.
- 2 Please indicate with an X in the appropriate box how you wish your vote to be cast. Unless otherwise instructed the proxy will exercise his/her discretion as to whether, and if so how he/she will vote. Unless instructed otherwise, the proxy may also vote or abstain from voting as he or she thinks fit on any other business which may properly come before the meeting (including amendments to resolutions). You may appoint more than one proxy provided each proxy is appointed to exercise rights attaching to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy please contact the Registrars of the Company as detailed in note 4 below.
- 3 This Form of Proxy must, in the case of an individual, be signed by the appointer or his/her attorney or, in the case of a corporation, be given under its common seal or signed on its behalf by an attorney or a duly authorised officer or, if it is subject to the Companies Act 2006 (as amended), in accordance with Section 44 thereof.
- 4 To be valid this Form of Proxy and any power of attorney or other authority under which it is executed (or a duly notarised copy thereof) must be lodged with the Registrars of the Company, Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA not later than 9:00 a.m. on 23 May 2017 or not less than 48 hours (excluding any part of a day that is not a working day) before the time appointed for the adjourned meeting at which it is to be used.
- 5 In the case of joint holders of a share the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the statutory register of members in respect of the share.
- 6 Any alteration in this Form of Proxy must be initialled by the person in whose hand it is signed or executed.
- 7 As permitted by regulation 41 of the Uncertificated Securities Regulations 2001 as amended, only those persons whose names are entered on the register of the Company at 9:00 a.m. on 23 May 2017 shall be entitled to attend and to vote in respect of the number of shares registered in their names at that time. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and/or vote at the Annual General Meeting.
- 8 Shareholders are advised that unless otherwise provided, the telephone numbers and website and e-mail addresses set out in this document or the Notice or the Explanatory Notes to the Notice are not to be used for the purpose of serving information or documents to the Company (including the service of documents or information relating to proceedings at the Company's Annual General Meeting).
- 9 The 'Vote Withheld' option 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 is not counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- 10 These notes are qualified in their entirety by the provisions of the articles of association of the Company which may be inspected at www.nasstar.com.

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.

Nasstar PLC

(Incorporated and Registered in England and Wales under the Companies Act 1985 and with Registered Number 5623736)

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 25 May 2017 at Datapoint House, 400 Queensway Business Park, Queensway, Telford, Shropshire, TF1 7UL at 9:00 a.m. and at any adjournment thereof.

Resolutions (*Special Resolution)

| | FOR | AGAINST | WITHHELD | | FOR | AGAINST | WITHHELD |
|---|--------------------------|--------------------------|--------------------------|--|--------------------------|--------------------------|--------------------------|
| 1 To receive and adopt the report and accounts of the Company for the period ended 31 December 2016 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 8 To authorise the Directors to allot shares in the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 To re-appoint KPMG LLP as auditors | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 9* To disapply pre-emption rights | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 To authorise the audit committee of the directors to fix the remuneration of the auditors | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 10 To approve the final dividend | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 To re-elect Nick Bate as a director of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 11 To approve the terms of the agreement between the Company, Nasstar (UK) Limited, James Mackie and Adam Gurney | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5 To re-elect Mike Read as a director of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | |
| 6 To re-elect Nigel Redwood as a director of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | |
| 7 To re-elect Niki Redwood as a director of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | |

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



Nasstar PLC

Attendance Card

The Annual General Meeting will start at 9:00 a.m. and is being held on 25 May 2017 at Datapoint House, 400 Queensway Business Park, Queensway, Telford, Shropshire, TF1 7UL.

If you plan to attend the Annual General Meeting, please bring this card with you to ensure you gain entry as quickly as possible.

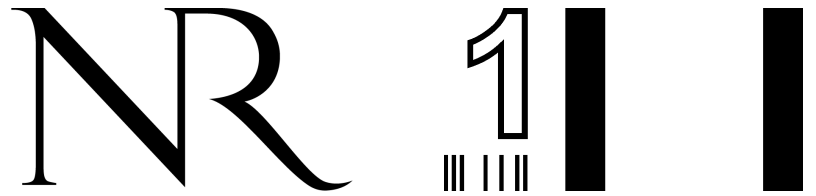
Please present this card at the registration desk. It will be used to show that you have the right to attend, speak and vote at the Annual General Meeting.

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

NEVILLE
REGISTRARS



Business Reply Plus
Licence Number
RSTY-SAKX-RZSL



Neville Registrars Limited
Neville House
18 Laurel Lane
Halesowen
B63 3DA