discoverIE

General Meeting Form of Proxy

Please read the notes opposite before completing this form.

I/we _____(full name(s) in which the shares are registered)

(Please use block letters)

Address _____

being (a) member(s) of discoverIE Group plc (the "Company"), hereby appoint *the Chairman of the Meeting or

_____

(proxy name) as my/our proxy to vote and act for me/us and on my/our behalf at the General Meeting of the Company to be held on Thursday 26 July 2018, and at any adjournment thereof. I/we instruct my/our proxy to vote on the resolution to be proposed as follows: *Delete as applicable

Resolution	For	Against	Withheld
1. That:			
1.1 the appropriation of distributable profits of the Company (as shown in the interim accounts of the Company (to be filed with Companies House)) ("Relevant Dividends") having a total value of £7,724,202.26 (the "Relevant Dividends") be and is authorised;			
1.2. in relation to the financial assistance given by the Company to discoverIE Group plc Employee Benefit Trust (the "Employee Benefit Trust") by way of loan totalling less than £100,000, (the "EBT Payments) the appropriation of distributable profits of the Company as shown in the interim accounts of the Company (to be filed with Companies House) be and is authorised;			
1.3. any and all claims which the Company has or may have arising out of or in connection with the payment of the Relevant Dividends against its shareholders who appeared on the register of shareholders on the relevant record date for the Relevant Dividends (or the personal representatives and their successors in title (as appropriate) of a shareholder's estate if he or she is deceased) be waived and released, and a deed of release in favour of such shareholders (or the personal representatives and their successors in title (as appropriate) of a shareholder's estate if he or she is deceased) be entered into by the Company in the form produced to the General Meeting and initialled by the Chairman for the purposes of identification and any Director in the presence of a witness, any two Directors or any Director and the Company Secretary be authorised to execute the same as a Deed Poll for and on behalf of the Company; and			
1.4. any and all claims which the Company has or may have against each of its Related Party Directors or the personal representatives and their successors in title (as appropriate) of his or her estate if such Related Party Director is deceased, arising out of or in connection with the approval, declaration or payment of the Relevant Dividends and the EBT payments be waived and released and that a deed of release in favour of each of such Related Party Director (or the personal representatives and their successors in title of his or her estate if such Related Party Director is deceased), be entered into by the Company in the form produced to the General Meeting and initialled by the Chairman for purposes of identification and any Director in the presence of a witness, any two Directors or any Director and the Company Secretary be authorised to execute the same as a Deed Poll for and on behalf of the Company.			

Please indicate, by inserting an 'x' in the box, how you wish your vote to be cast in respect of the resolution and then sign in the space provided below. In the absence of specific directions your proxy will vote (or abstain from voting) as he/she thinks fit.

☐ Please tick here if this proxy appointment is one of multiple appointments being made for the appointment of more than one proxy (see Note 2 opposite).

Signature(s)_____

Dated this _____ day of_____ 2018

Notes:

1. Only holders of Ordinary Shares entered on the register of members of the Company at 6.30pm on Tuesday 24 July 2018, or, if the Meeting is adjourned, at 6.30pm on the day which is 2 days before the date of any such adjournment of it shall (unless otherwise entitled to do so) be entitled to attend and vote at the Meeting or at any such adjournment. This is in accordance with Regulation 41 of the Uncertificated Securities Regulations 2001.
2. A member entitled to attend and vote at the Meeting may appoint a proxy to attend and to vote in his/her stead. A proxy need not be a member of the Company. A member may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to different shares held by the member. To appoint more than one proxy you should contact Equiniti's shareholder helpline on the telephone number shown underneath Note 16 below. The completion and return of this Form of Proxy (or the lodgement of a proxy using the CREST Proxy Instruction) will not preclude you from attending and voting at the Meeting in person if you wish to do so.
3. The "Vote Withheld" option is provided to enable you to abstain on any particular resolution. 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 votes "For" and "Against".
4. This Form of Proxy should be signed by a member, or his/her attorney duly authorised in writing, and, if a corporation, this Form of Proxy must be executed under its common seal or the hand of a duly authorised officer or attorney.
5. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares. In the case of joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders. For this purpose, seniority shall be determined by the order in which the names of such holders stand in the register of members of the Company in respect of the joint holding.
6. To be valid for the Meeting, a Form of Proxy should be completed, signed and lodged (together with any power of attorney or any other written authority under which it is executed or an office or notarially certified copy, or a copy certified in accordance with the Powers of Attorney Act 1971 of such power or written authority) with the Company's registrars, Equiniti Limited, at Aspect House, Spencer Road, Lancing BN99 6DA, no later than 11.30am on Tuesday 24 July 2018 (or in the case of an adjournment, 48 hours (excluding non-working days) before the time fixed for holding the adjourned meeting).
7. The Chairman of the Meeting shall act as a proxy unless another proxy is desired, in which case, delete 'the Chairman of the Meeting' and insert the full name of your desired proxy in the space provided. A proxy will act in his/her discretion in relation to any business, other than that described above, at the Meeting (including any resolution to amend a resolution or to adjourn the Meeting).
8. Any amendments made to this Form of Proxy after the date of signing must be initialled by the person who signs it and submitted using the methods set out above. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
9. In order to revoke a proxy instruction, you will need to inform the Company by sending a signed notice, clearly stating your intention to revoke the proxy appointment, to Equiniti Limited, at Aspect House, Spencer Road, Lancing BN99 6DA, no later than 11.30am on Tuesday 24 July 2018 (or in the case of an adjournment, 48 hours (excluding non-working days) before the time fixed for holding the adjourned meeting). In the case of a shareholder that is a company, the revocation notice must be executed under its common seal or the hand of a duly authorised officer or attorney. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
10. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such agreement to give instructions to the person holding the shares as to the exercise of voting rights.

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11. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual.
12. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
13. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with CREST specifications and must contain the information required for such instructions, as described in the CREST Manual which can be viewed at www.euroclear.com. The message, regardless of whether it constitutes the appointment of a proxy or 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 issuer's agent, Equiniti Limited (under CREST participant ID RA19) by no later than 11.30 a.m. on Tuesday 24 July 2018 (or in the case of an adjournment, not less than 48 hours (excluding non-working days) before the time of the adjourned meeting). The time of receipt of the instruction will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which Equiniti is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the proxy in another way.
14. CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear does not make available special procedures in CREST for any particular messages and the 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(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by a particular time. CREST members and, where applicable, their CREST sponsors or voting service provider(s) should refer to the sections of the CREST Manual concerning practical limitations of the CREST system and timings.
15. 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.
16. Any member attending the Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the Meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.

If you have any queries about the completion of this Form of Proxy you should contact the shareholder helpline on 0371 384 2001 from within the UK (or +44 121 415 7047 from outside the UK). Lines are open between 8.30am to 5.30pm, Monday to Friday(excluding public holidays in England and Wales).



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