

Holder Reference Number

Form of Instruction - Annual General Meeting to be held on 12 June 2019 at 12.00 noon BST



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**To be effective, all forms of instruction must be lodged at the office of the Depositary at:
Computershare Investor Services PLC, The Pavilions, Bridgwater Rd, Bristol BS99 6ZY by 7 June 2019 at 12.00 noon BST.**

Explanatory Notes:

1. Please indicate, by placing "X" in the appropriate space overleaf, how you wish your votes to be cast in respect of each of the Resolutions. If this form is duly signed and returned, but without specific direction as to how you wish your votes to be cast, the form will be rejected.
2. 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.
3. To give an instruction via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 7 June 2019 at 12.00 noon BST. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid an appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
4. Any alterations made in this form should be initialled.
5. The completion and return of this form will not preclude a holder from attending the meeting and voting in person. Should the holder, or a representative of that holder wish to attend the meeting and/or vote at the meeting, they must notify the Depositary in writing or email !UKALLDIteam2@computershare.co.uk
6. Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Depositary Interest Register at 6.00 p.m. BST on 7 June 2019 (or, if the meeting is adjourned, at the time being 72 hours before the time of any adjourned meeting (without taking into account any part of a day which is not a Business Day)). Changes to entries on the Depositary Interest Register after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

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 PLC (the "Depositary") and the Custodian accept no liability for any instruction that does not comply with these conditions.

All Named Holders

Form of Instruction



Please use a **black** pen. Mark with an **X** inside the box as shown in this example.

I/We hereby instruct the Custodian "Computershare Company Nominees Limited" to vote on my/our behalf at the Annual General Meeting of the Company to be held at **71 Fenchurch Street, Ground Floor, London EC3M 4BS, on 12 June 2019 at 12.00 noon BST** and at any adjournment thereof.

Ordinary Resolutions	For	Against	Vote Withheld
1. THAT: the Company's accounts for the year ended 31 December 2018 and the reports of the directors' and auditors' thereon be received and adopted.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. THAT: Kenneth Randall be re-appointed as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. THAT: Alan Quilter be re-appointed as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. THAT: Mark Langridge be re-appointed as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. THAT: Philip Barnes be re-appointed as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. THAT: Alastair Campbell be re-appointed as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. THAT: Joanne Fox be re-appointed as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. THAT: Michael Smith be re-appointed as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Vote Withheld
9. THAT: PKF Littlejohn LLP, who offer themselves for re-appointment, be re-appointed as auditors 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"/>
10. THAT: the Audit Committee be authorised to determine the remuneration of the auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. THAT: the directors be authorised to allot and/or grant rights to subscribe for shares, and/or to sell treasury shares, in accordance with the terms of Resolution 11.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolutions			
12. THAT: the directors be authorised to allot and/or grant rights to subscribe for shares, and/or to sell treasury shares, with an aggregate nominal value up to £195,917.57 on a non-pre-emptive basis, and otherwise pre-emptively, in accordance with the terms of Resolution 12.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. THAT: the directors be authorised to allot and/or grant rights to subscribe for shares, and/or to sell treasury shares, with an aggregate nominal value up to £195,917.57 for the purposes of financing or refinancing an acquisition or other capital investment in accordance with the terms of Resolution 13.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. THAT: the directors be authorised to allot and/or grant rights to subscribe for shares, and/or to sell treasury shares, in connection with a rights issue in accordance with the terms of Resolution 14.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. THAT: the Return of Capital be approved, in accordance with the terms of Resolution 15.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. THAT: the Company's new Bye Laws be approved and adopted.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

Date

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

