

Attendance Card

Please bring this card with you to the Meeting and present it at Shareholder registration/accreditation.

Additional Holders:

The Chairman of Sutton Harbour Holdings plc (the "Company") invites you to attend the General Meeting of the Company to be held at the New Continental Hotel, Millbay Road, Plymouth PL1 3LD on **3 January 2018 at 10.00 a.m.**

Shareholder Reference Number

Form of Proxy - General Meeting to be held on 3 January 2018

To be effective, all proxy appointments must be lodged with the Company's Registrars at:

Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 29 December 2017 at 10.00 a.m.

Explanatory Notes:

- 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 Chairman, 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 returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on +44 (0) 370 707 1326 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 marking 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.
- 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.
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, 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 Register of Members of the Company at close of business on the day which is two days (excluding any part of a day which is not a working day) before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours (excluding any part of a day which is not a working day) before the time appointed for holding the meeting. 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 a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on +44 (0) 370 707 1326 to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service.
- Any alterations made to this form should be initialled.
- The completion and return of this form will not preclude a member from attending the meeting and voting in person.

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. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

All Named Holders

Poll Card

To be completed **only** at the General Meeting if a Poll is called.

For Against Vote
Withheld

Ordinary Resolution

1. That the directors of the Company be and they are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "2006 Act") to exercise all the powers of the Company to allot ordinary shares in the Company and grant rights to subscribe for, or convert any security into, ordinary shares in the Company in connection with the proposed subscription by FB Investors LLP of 9,322,034 ordinary shares in the Company (the "Subscription Shares") at a price of 29.5 pence per Subscription Share up to an aggregate nominal amount of £93,220.34 on, and subject to, such terms as the directors may determine. This authority, unless renewed, extended, varied or revoked by the Company in a general meeting, shall expire at the conclusion of the Company's annual general meeting in 2018, save that the Company may, prior to the expiry of such period, make an offer or agreement which would or might require ordinary shares to be allotted in the Company after such expiry and the directors may allot ordinary shares in the Company in pursuance of such offer or agreement notwithstanding the expiry of the authority given by this Resolution.

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Special Resolution

2. That, subject to the passing of Resolution 1, the directors of the Company be and they are hereby empowered pursuant to section 570 of the 2006 Act to allot equity securities (as defined in section 560 of the 2006 Act) of the Company for cash pursuant to the authority conferred by Resolution 1 above as if section 561 of the 2006 Act did not apply to any such allotment. This power, unless renewed, extended, varied or revoked by the Company in general meeting, shall expire at the conclusion of the Company's annual general meeting in 2018, save that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors may allot the relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

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Signature

In the case of a Corporation, a letter of representation will be required (in accordance with S323 of the Companies Act 2006) unless this has already been lodged at registration

Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chairman.

Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).



I/We hereby appoint the Chairman of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the General Meeting of Sutton Harbour Holdings plc (the "Company") to be held at the New Continental Hotel, Millbay Road, Plymouth, PL1 3LD on **3 January 2018 at 10.00 a.m.**, and at any adjourned meeting.

* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

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

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Please mark here to indicate that this proxy appointment is one of multiple appointments being made

Ordinary Resolution

1. That the directors of the Company be and they are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "2006 Act") to exercise all the powers of the Company to allot ordinary shares in the Company and grant rights to subscribe for, or convert any security into, ordinary shares in the Company in connection with the proposed subscription by FB Investors LLP of 9,322,034 ordinary shares in the Company (the "Subscription Shares") at a price of 29.5 pence per Subscription Share up to an aggregate nominal amount of £93,220.34 on, and subject to, such terms as the directors may determine. This authority, unless renewed, extended, varied or revoked by the Company in a general meeting, shall expire at the conclusion of the Company's annual general meeting in 2018, save that the Company may, prior to the expiry of such period, make an offer or agreement which would or might require ordinary shares to be allotted in the Company after such expiry and the directors may allot ordinary shares in the Company in pursuance of such offer or agreement notwithstanding the expiry of the authority given by this Resolution.

For Against Vote
Withheld

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Special Resolution

2. That, subject to the passing of Resolution 1, the directors of the Company be and they are hereby empowered pursuant to section 570 of the 2006 Act to allot equity securities (as defined in section 560 of the 2006 Act) of the Company for cash pursuant to the authority conferred by Resolution 1 above as if section 561 of the 2006 Act did not apply to any such allotment. This power, unless renewed, extended, varied or revoked by the Company in general meeting, shall expire at the conclusion of the Company's annual general meeting in 2018, save that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors may allot the relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

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I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

DD/MM/YY

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).

