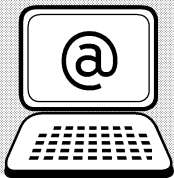


## Form of Proxy - Annual General Meeting to be held on 9 September 2020



**Cast your Proxy online...It's fast, easy and secure!**  
**[www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy)**

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

**Control Number:** 916672

**SRN:**

**PIN:**



**Invest in our environment...Register at [www.investorcentre.co.uk](http://www.investorcentre.co.uk)**

**Register today and make a positive impact by electing for electronic communications & manage your holding online!**

**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 7 September 2020 at 9.30 a.m.**

### Explanatory Notes:

- Given the current restrictions on attendance in person, shareholders are encouraged to appoint the Chairman of the meeting as their proxy rather than a named person who will not be permitted to attend the physical meeting. Shareholders are further asked to appoint the Chairman of the meeting as their proxy electronically where possible. 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 0370 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 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 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 0370 707 1326 to request a change of address form or go to [www.investorcentre.co.uk](http://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

# 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).



	*
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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 Annual General Meeting of SUTTON HARBOUR GROUP PLC to be held at **Michelmores LLP, Woodwater House, Pynes Hill, Exeter, Devon, EX2 5WR** on **9 September 2020** at **9.30 a.m.**, and at any adjourned meeting.

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

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

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



## Ordinary Resolutions

- |   | For                      | Against                  | Vote<br>Withheld         |
|---|--------------------------|--------------------------|--------------------------|
| 1. To receive the Company's annual accounts for the financial year ended 31st March 2020 together with the Directors' report and the Auditor's report on those accounts.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <hr/>   |                          |                          |                          |
| 2. To re-elect Philip H. Beinhaker as a Director who retires by rotation.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <hr/>   |                          |                          |                          |
| 3. To re-elect Graham S. Miller as a Director who retires by rotation.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <hr/>   |                          |                          |                          |
| 4. To re-elect Corey B. Beinhaker as a Director.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <hr/>   |                          |                          |                          |
| 5. To appoint PKF Francis Clark as auditors to hold office from the conclusion of the meeting until the conclusion of the next annual general meeting at which accounts are laid before the Company and to authorise the Directors to determine their remuneration. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

## Special Resolution

- |  |                          |                          |                          |
|--|--------------------------|--------------------------|--------------------------|
| 6. To disapply the statutory pre-emption rights under section 571 of the Act in respect of equity securities (as defined in section 560 of the Act) and to authorise the directors to issue new ordinary shares. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--|--------------------------|--------------------------|--------------------------|

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).

