

**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.reactplc.co.uk](http://www.reactplc.co.uk)

**NOTES TO THE FORM OF PROXY**

- As a member of the Company you are entitled to appoint a proxy or proxies to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes. If the proxy is being appointed in relation to part of your holding only, please enter in the box provided the number of shares in relation to which they are authorised to act as your proxy. If this box is left blank they will be authorised in respect of your full voting entitlement.
- Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
- A proxy does not need to be a member of the Company but must attend the meeting to represent you. If you wish to appoint a proxy other than the chairman of the meeting, insert their full name in the space provided. If you leave this space blank, the chairman of the meeting will be appointed your proxy. Where you appoint as your proxy someone other than the chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the chairman and give them the relevant instructions directly.
- You may appoint more than one proxy provided each proxy is appointed to exercise rights attached 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, you may photocopy this form of proxy or request additional copies of the form of proxy from Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD, tel: 0121 585 1131. If you are appointing more than one proxy, please indicate in the relevant box the number of shares in relation to which they are authorised to act as your proxy and indicate by ticking the relevant box that the proxy appointment is one of multiple appointments being made. Multiple proxy appointments should be returned together in the same envelope.
- In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
- To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting, including a motion to adjourn.
- To appoint a proxy using this form of proxy, the form must be:
  - Completed and signed;
  - Sent or delivered to Neville Registrars Limited at Neville House, Steelpark Road, Halesowen B62 8HD; and
  - Received by Neville Registrars Limited no later than 12:00 p.m. on 10 March 2019.
 In the case of a member which is a company, this form of proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which this form of proxy is signed (or a duly certified copy of such power or authority) must be included with the form of proxy.
- CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent Neville Registrars Limited (ID 7RA11) by 12:00 p.m. on 10 March 2019. See the notes to the Notice of Annual General Meeting for further information on proxy appointment through CREST.
- If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence. For details of how to change your proxy instructions or revoke your proxy appointment, see the notes to the notice of meeting.
- You may not use any electronic address provided in this form of proxy to communicate with the Company for any purposes other than those expressly stated.

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.

**REACT Group PLC**

(Incorporated and Registered in England and Wales under the Companies Act 1985 with Registered Number 5454010)

**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 12 March 2019 at The Holiday Inn Leicester, 129 Nicholas Circle, Leicester, LE1 5LX at 12 noon and at any adjournment thereof.

**Ordinary Business - Ordinary Resolutions**

- |  | FOR                      | AGAINST                  | WITHHELD                 |
|--|--------------------------|--------------------------|--------------------------|
| 1 To receive and adopt the Company's annual accounts for the financial year ended 30 September 2018 together with the directors' report and auditor's report thereon | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 To re-appoint Jeffreys Henry LLP as the Company's auditors and to authorise the directors to determine their remuneration  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 To elect Robert John Gilbert as a director of the Company  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 To re-elect Gillian Margaret Leates as a director of the Company   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

**Special Business - Resolutions**

- |  | FOR                      | AGAINST                  | WITHHELD                 |
|--|--------------------------|--------------------------|--------------------------|
| ( † Ordinary Resolution *Special Resolution)<br>5† To authorise the directors of the Company to allot shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6* To disply pre-emption rights  | <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
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REACT Group PLC

Attendance Card

The Annual General Meeting will start at 12 noon and is being held on 12 March 2019 at The Holiday Inn Leicester, 129 Nicholas Circle, Leicester, LE1 5LX.

**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.

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Name  
Address 1  
Address 2  
Address 3  
Address 4  
Address 5  
Address 6

NEVILLE  
REGISTRARS



Business Reply Plus  
Licence Number  
RSTY-SAKX-RZSL



NR 1

Neville Registrars Limited  
Neville House  
Steelpark Road  
Halesowen  
B62 8HD