

Triad Group Plc: Annual General Meeting

Form of Proxy

Shareholder Reference Number:

I/We of

being (a) members(s) of the above named Company, hereby appoint the Chairman of the meeting (see note 2) as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company.

Number of shares the proxy is appointed over:

The resolutions numbered 1 to 9 are proposed as ordinary resolutions and numbered 10 to 11 as special resolutions. The proxy will vote on the resolutions set out in the circular to shareholders as indicated:

RESOLUTIONS ¹	For	Against	Votes withheld
1. TO receive the reports of the Company's directors ("Directors") and auditors and the audited accounts and financial statements for the year ended 31 March 2020			
2. TO approve the Directors' remuneration report (other than the part containing the Directors' remuneration policy) in the form set out in the Company's annual report and accounts for the year ended 31 March 2020.			
3. To elect Tim Eckes as a Director.			
4. To elect James McDonald as a Director.			
5. To elect Charlotte Rigg as a Director.			
6. To re-elect Chris Duckworth as a Director.			
7. THAT: a. the rules of the Triad Group Plc 2020 Enterprise Management Incentives Share Option Plan ("Plan"), in the form produced at the meeting and initialled by the chairman of the meeting for the purposes of identification, be and are hereby approved and adopted; and b. the Directors be and are hereby authorised to do all acts and things which they consider necessary or expedient for the purposes of implementing and giving effect to the Plan, including granting share options under the Plan.			
8. TO re-appoint BDO LLP as auditors of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company and that their remuneration be fixed by the Directors.			
9. THAT in substitution for any existing such authority, the Directors be and are hereby generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("Rights") up to an aggregate nominal amount of £53,266, provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on the conclusion of the Company's AGM to be held in 2021 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors from time to time may allot shares and grant Rights in pursuance of such offer or agreement as if the authority hereby conferred had not expired.			
10. THAT the Directors from time to time be and hereby are empowered pursuant to Section 570 and Section 573 of the Companies Act 2006 (the "Act") to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority conferred by resolution [6] or by way of a sale of treasury shares as if Section 561(1) of the Act did not apply to any such allotment provided that this power shall be limited to: a. the allotment of equity securities in connection with any offer by way of rights or open offer of relevant equity securities where the equity securities respectively attributed to the interests of all holders of relevant equity securities are proportionate (as nearly as may be) to the respective numbers of relevant equity securities held by them but subject to such exclusions or other arrangements as the Directors from time to time may deem necessary or expedient to deal with equity securities which represent fractional entitlements or on account of either legal or practical problems arising in connection with or under the laws or requirements of any regulatory or other authority in any jurisdiction; and b. the allotment (otherwise than pursuant to paragraph (a) above) of equity securities up to an aggregate nominal value of £7,990 and shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the conclusion of the AGM of the Company in 2021, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted or treasury shares sold after the expiry of the authority period and the Directors from time to time may allot equity securities or sell treasury shares in pursuance of such offer or agreement as if the authority hereby conferred had not expired.			
11. THAT the Directors be authorised to call general meetings (other than an Annual General Meeting) on not less than 14 clear days' notice.			

☐ Please tick here if this proxy appointment is one of multiple appointments being made.

Signature

Dated 2020

EXPLANATORY NOTES:

1. Given the UK Government public health restrictions for Covid-19, **shareholders and their representatives will NOT be permitted to attend the AGM in person**. You should therefore appoint the Chairman of the meeting as your proxy rather than a named person who will not be permitted to attend the meeting. If you appoint any person other than the Chairman of the meeting as your proxy, your vote will not be counted.
2. Under normal circumstances, shareholders may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. However, given the restrictions on attendance at the AGM, you should appoint only the Chairman of the meeting as your proxy rather than appointing one or more named person(s) who will not be permitted to attend the meeting.
3. In the case of joint shareholders, the signature of any one holder will be sufficient, but the names of the joint holders should be stated.
4. If the appointer is a corporation, this form of proxy must be under its common seal or under the hand of some officer or attorney duly authorised in that behalf.
5. To direct your proxy how to vote on the resolutions, please mark the appropriate box with an "X". To abstain from voting on a resolution, select the relevant "vote withheld" box. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion
6. To be valid, an instrument of proxy and any letter or power of attorney (or a duly certified copy thereof) must (failing previous registration with the Company) be lodged with the Company's registrars, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, at least 48 hours before the time appointed for holding the Annual General Meeting.
7. Please complete and return the proxy form to the Registrar in an envelope addressed to FREEPOST RTHJ-CLLL-KBKU, Equiniti, Aspect House, Spencer Road, Lancing BN99 8LU. Please note that delivery using this service can take up to 5 business days.