

# JRP GROUP PLC

## FORM OF PROXY

For use at the Annual General Meeting to be held at etc. venues, 8 Fenchurch Place, Fenchurch Street, London EC3M 4PB on Thursday 18 May 2017 at 09.30am.

Voting ID:	Task ID:	Shareholder Reference Number:

**Please read the Notes to the Notice of Annual General Meeting carefully before appointing your proxy. You can submit your proxy electronically at [www.sharevote.co.uk](http://www.sharevote.co.uk) using the numbers above. If you are registered with Equiniti Registrars' online portfolio service, Shareview, you can appoint your proxy electronically by logging on to your portfolio at [www.shareview.co.uk](http://www.shareview.co.uk) and clicking on the link to vote.**

I/We the undersigned, being (a) member(s) of JRP Group plc (the 'Company') hereby appoint the Chairman of the Annual General Meeting or the person named below (**see Note 1**) as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement on my/our behalf at the Annual General Meeting of the Company to be held at etc. venues, 8 Fenchurch Place, Fenchurch Street, London EC3M 4PB on Thursday 18 May 2017 at 09.30am and at any adjournment thereof. My/our proxy is to vote as indicated by an 'X' below in respect of the resolutions set out in the Notice of Annual General Meeting dated 18 April 2017 (**see Note 2**) and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the Annual General Meeting.

Name of proxy	Number of shares to be voted ( <b>see Notes 3 and 4</b> )

Please mark this box ☐ if you attach a schedule of multiple proxies to this Form of Proxy (**see Note 3**).

Please mark 'X' to indicate how you wish your proxy to vote (**see Note 2**).

	For	Against	Vote Withheld
<b>Ordinary Resolutions</b>			
1. To receive the Annual Accounts together with the Directors' Reports and Auditors' Report for the financial year ended 31 December 2016 ('the 2016 Annual Report and Accounts').	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy), in the form set out in the 2016 Annual Report and Accounts.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the Directors' Remuneration Policy contained in the Directors' Remuneration Report in the form set out in the 2016 Annual Report and Accounts.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To declare a final dividend of 2.4 pence per ordinary share in respect of the year ended 31 December 2016.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Chris Gibson-Smith as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Tom Cross Brown as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Keith Nicholson as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Michael Deakin as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Steve Melcher as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect Paul Bishop as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To re-elect Ian Cormack as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To re-elect Clare Spottiswoode as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To re-elect James Fraser as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To re-elect Peter Catterall as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. To re-elect Rodney Cook as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. To re-elect David Richardson as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Vote Withheld
17. To re-elect Simon Thomas as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18. To appoint KPMG LLP as the Company's Auditor until the conclusion of the next general meeting at which accounts are laid.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19. To authorise the Audit Committee to determine the remuneration of the Auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20. To renew the authority of the Directors to exercise all the powers of the Company to make political donations.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
21. To renew the authority of the Directors to exercise all the powers of the Company to allot shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Special Resolutions</b>			
22. To renew the authority of the Directors to exercise the powers of the Company to disapply pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
23. To grant additional power to the Directors to exercise all the powers of the Company to disapply pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
24. To renew the authority of the Directors to exercise all the powers of the Company to purchase Company shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
25. To approve the calling of General Meetings on not less than 14 clear days' notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
26. To approve the registered name of the Company to be changed from JRP Group plc to Just Group plc.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature (see Notes 5, 6 and 7)

Date

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## Notes

- If you wish to appoint a proxy other than the Chairman of the Annual General Meeting, please delete the words 'the Chairman of the Annual General Meeting or' and insert the name of your desired proxy in the space provided. If you wish your proxy to speak on your behalf at the Annual General Meeting, you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
- To direct your proxy how to vote on the resolutions, please mark the appropriate box with an 'X'. Unless you indicate otherwise, your proxy may vote or abstain from voting as he/she thinks fit. The 'Vote withheld' option is to enable you to abstain on any particular resolution. Please note 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' the resolution. On any other business arising at the meeting (including any motion to amend a resolution or adjourn the meeting) the proxy will act at his or her discretion.
- You may appoint more than one proxy provided that each such proxy is appointed to exercise the rights attached to a different share or shares. To appoint more than one proxy, you should photocopy this Form of Proxy. On each Form of Proxy, please indicate in the box next to the proxy holder's name the number of shares in relation to which you authorise that person to act as your proxy. The total number of shares entered on all the Forms of Proxy you submit must not exceed the number of shares you hold in the Company. Please also indicate, by marking the relevant box, if the proxy instructions is one of multiple instructions being given.
- If no number of shares is entered, the proxy will be authorised to act on your behalf in relation to your entire shareholding in the Company.
- To be valid, all Forms of Proxy must be signed and returned to Freepost RTHJ-CLLL-KBKU, Equiniti Limited, Aspect House, Spencer Road, Lancing BN99 8LU in the enclosed envelope so as to be received by no later than 09.30am on 16 May 2017. A stamp is not required if posted in the UK. Where multiple Forms of Proxy are completed, they should be returned together in the same envelope.
- The Form of Proxy must be signed and dated by the member or his/her duly appointed attorney. A Form of Proxy for a body corporate must be either signed by a duly authorised person or attorney of such body or executed under its common seal or in any other manner authorised by its constitution. If this Form of Proxy is signed under a power of attorney or other authority, that power of attorney or other authority (or a certified copy thereof executed in ink by a bank, a stockbroker or a solicitor) must be provided with the signed Form of Proxy.
- In the case of joint holders, any one holder may sign the Form of Proxy. If more than one joint holder tenders a vote in person or by proxy, the vote of the person whose name stands first in the register will be accepted to the exclusion of the votes of the other joint holder(s).
- Completion of this Form of Proxy will not preclude you from attending and voting in person at the Annual General Meeting should you so wish.
- If you are registered with Equiniti Registrars' online portfolio service, Shareview, you can appoint your proxy electronically by logging on to your portfolio at [www.shareview.co.uk](http://www.shareview.co.uk) and clicking on the link to vote. Alternatively, if you are not registered with Shareview, you can submit your proxy electronically at [www.sharevote.co.uk](http://www.sharevote.co.uk) where full instructions are provided. In order to register your vote online you will need to enter your Shareholder Reference Number, Voting ID and Task ID which are provided in this Form of Proxy. For an electronic proxy appointment to be valid, your appointment must be received by Equiniti Limited no later than 09.30am on 16 May 2017.
- CREST members may make proxy appointments through the CREST electronic proxy appointment service. Please refer to the Notes to Notice of Annual General Meeting for further details.