

JUST GROUP PLC

FORM OF PROXY

For the Annual General Meeting to be held at Just Group PLC, Enterprise House, Bancroft Road, Reigate, Surrey RH2 7RP on Thursday 14 May 2020 at 10:00am.

Notice of Availability – important, please read carefully

You can now access the 2019 Annual Report and Accounts and Notice of Annual General Meeting at www.justgroupplc.co.uk.

You can submit your proxy electronically at www.sharevote.co.uk.

Voting ID:	Task ID:	Shareholder Reference Number:

Please read the Notes to the Notice of Annual General Meeting (“AGM”) carefully before appointing your proxy. You can submit your proxy electronically at 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 and clicking on the link to vote.

I/We the undersigned, being (a) member(s) of Just Group plc (the “Company”) hereby appoint the Chair of the AGM 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 AGM of the Company to be held at Just Group PLC, Enterprise House, Bancroft Road, Reigate, Surrey RH2 7RP on Thursday 14 May 2020 at 10:00am 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 AGM dated 9 April 2020 (**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 AGM.

Name of proxy	Number of shares to be voted (see Notes 3 and 4)

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
Ordinary Resolutions			
1. To receive the Annual Accounts together with the Strategic Report, Directors’ Reports and Auditors’ Report for the financial year ended 31 December 2019 (the “2019 Annual Report and Accounts”).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors’ Remuneration Report, in the form set out in the 2019 Annual Report and Accounts.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the Directors’ Remuneration Policy.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To elect Michelle Cracknell as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To elect Andy Parsons as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Chris Gibson-Smith as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Paul Bishop as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Ian Cormack 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 Keith Nicholson as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To re-elect David Richardson 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 appoint PricewaterhouseCoopers LLP as the Company’s Auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To authorise the Audit Committee to determine the remuneration of the Company’s Auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. To authorise the Company to make political donations.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. To authorise the Directors to allot shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Vote Withheld
Special Resolutions			
17. To disapply statutory pre-emption rights on up to 5% of the issued share capital of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18. To disapply statutory pre-emption rights on an additional 5% of the issued share capital of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19. To authorise the Company to purchase its own shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20. To authorise the Directors to convene a general meeting on not less than 14 clear days' notice.	<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 Chair of the AGM, please delete the words "the Chair of the AGM 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 AGM, you will need to appoint your own choice of proxy (not the Chair) and give your instructions directly to them. Recent compulsory Government measures require that people do not make any unnecessary journeys and meetings of more than two people have been banned (the "Stay at Home Measures"). As long as the Stay at Home Measures remain in force, shareholders and proxy appointments, other than the Chair of the AGM, will not be admitted to the AGM. Please monitor the 2020 AGM section of the Company's website for the latest information about the impact of Coronavirus on our AGM.
- 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 instruction is one of multiple instructions being given. When appointing a proxy other than the Chair of the AGM please note that whilst the Stay at Home Measures remain in force they will not be admitted to the AGM.
- 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 10:00am on 12 May 2020. 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 corporate body 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 AGM should you so wish. Please see note 1 above, whilst the Stay at Home Measures remain in force, you will not be admitted to the AGM if you attend in person.
- 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 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 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 10:00am on 12 May 2020.
- CREST members may make proxy appointments through the CREST electronic proxy appointment service. Please refer to the Notes to Notice of AGM for further details.