

JUST GROUP PLC

FORM OF PROXY

For use at the General Meeting of Just Group plc to be held at Enterprise House, Bancroft Road, Reigate, Surrey, RH2 7RP at 10.00 a.m. on Tuesday, 31 August 2021.

Notice of Availability – important, please read carefully

You can now access the Notice of 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:
<div></div>	<div></div>	<div></div>

Please read the Notes to the Notice of General Meeting 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 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 General Meeting of the Company to be held at Enterprise House, Bancroft Road, Reigate, Surrey, RH2 7RP at 10.00 a.m. on Tuesday, 31 August 2021 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 General Meeting dated 12 August 2021 (**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 General Meeting.

Name of proxy (see note 1)	Number of shares to be voted (see notes 3 and 4)
<div></div>	<div></div>

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 Resolution

- | | | | |
|--|--------------------------|--------------------------|--------------------------|
| 1. To authorise the Directors to allot Ordinary Shares in relation to any issue(s) of contingent convertible securities. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--|--------------------------|--------------------------|--------------------------|

Special Resolution

- | | | | |
|--|--------------------------|--------------------------|--------------------------|
| 2. To disapply pre-emption rights in relation to any issue(s) of contingent convertible securities under Resolution 1. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--|--------------------------|--------------------------|--------------------------|

Signature (**see notes 5, 6 and 7**)

Date

<div></div>	<div></div>
-------------	-------------

Please sign and return this Form of Proxy whether or not you plan to attend the General Meeting.

Notes

1. If you wish to appoint a proxy other than the Chair of the General Meeting, please delete the words “the Chair of the 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 General Meeting, you will need to appoint your own choice of proxy (not the Chair) and give your instructions directly to them.
2. 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. If you mark more than one of the boxes, this Form of Proxy will be invalid.
3. 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.
4. 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.
5. To be valid, all Forms of Proxy must be signed and returned to Freepost, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA in the enclosed envelope so as to be received by Equiniti Limited no later than 10.00 a.m. on Thursday, 26 August 2021. 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.
6. 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.
7. 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).
8. Completion of this Form of Proxy will not preclude you from attending and voting in person at the General Meeting should you so wish.
9. 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 10.00 a.m. on Thursday, 26 August 2021.
10. CREST members may make proxy appointments through the CREST electronic proxy appointment service. Please refer to the Notes to Notice of General Meeting for further details.
11. To change your proxy instructions you may return a new proxy appointment using the methods set out above. Where you have appointed a proxy using the hard copy Form of Proxy and would like to change the instructions using another hard copy Form of Proxy, please contact Equiniti Limited at Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA. The deadline for receipt of proxy appointments also applies in relation to amended instructions. Any attempt to terminate or amend a proxy appointment received after the relevant deadline will be disregarded. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, the one which is last sent shall be treated as replacing and revoking the other or others. If the Company is unable to determine which is last sent, the one which is last received shall be so treated. If the Company is unable to determine either which is last sent or which is last received, none of them shall be treated as valid in respect of the relevant share(s).
12. An electronic proxy appointment may be revoked completely by sending an authenticated CREST message or by accessing your account at www.shareview.co.uk and instructing the removal of your proxy vote. In the case of written proxy instructions submitted on a Form of Proxy, you will need to inform the Company by sending a signed written statement, clearly stating your intention to revoke your proxy appointment to Equiniti Limited at Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA or by lodging proxy votes electronically through CREST or at www.sharevote.co.uk. Any revocation notice must be received by Equiniti Limited no later than 10.00 a.m. on Thursday, 26 August 2021.
13. The right to appoint a proxy does not extend to a “Nominated Person”, that is, someone to whom the Notice of General Meeting is sent because they have been nominated to enjoy information rights, under section 146 of the Companies Act 2006.
14. You may not use any electronic address provided either on the Form of Proxy, in these Notes, in the Notice of General Meeting or in any related documents to communicate with the Company for any purposes other than those expressly stated.
15. If you have any questions relating to the Form of Proxy, please call 0371 384 2787 from within the UK (or +44 121 415 0096 if calling from outside the UK) between 8.30 a.m. and 5.30 p.m. (London time) Monday to Friday (except public holidays in England and Wales). Please note that calls may be monitored or recorded.