



## NAKAMA GROUP PLC

### Annual General Meeting FORM OF PROXY

I/We

.....

of

.....

**(Please insert full name(s) and address(es) in block letters)**

being (a) member(s) of the above-named Company, pursuant to Article 62 of the articles of association of the Company, hereby appoint the Chairman of the meeting or

.....

..

of

.....

**(See Note 2 below)**

as my/our proxy or proxies to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on 26 September 2018 at the office of Allenby Capital Limited, 5th Floor, 5 St Helen's Place, London EC3A 6AB at 11.00 a.m. and at any adjournment of that meeting and to vote at that meeting as indicated below.

Please indicate how you wish your proxy or proxies to vote by inserting "X" in the box below. Where no "X" is inserted, and on any other resolutions proposed at the meeting, your proxy will vote or abstain from voting as he/she thinks fit.

☐

Please tick here if this proxy appointment is one of multiple proxies being made (and refer to note 2 below).

RESOLUTIONS	FOR	AGAINST	VOTE WITHHELD
1. To receive the Accounts for the year ended 31 March 2018			
2. To re-appoint BDO LLP as auditors			
3. To authorise the Directors to determine the auditors' remuneration			
4. To appoint Timothy Sheffield as a Director			
5. To appoint Andrea Williams as a Director			
6. To appoint Michael Clelland as a Director			
7. To ratify Timothy Sheffield's actions as a Director			
8. To authorise the Directors to allot shares and to grant rights to subscribe for or to convert any security into shares pursuant to section 551 of the Companies Act 2006			
9. To authorise the Directors to allot equity securities pursuant to section 570 of the Companies Act 2006			

Name(s)

.....

**(Block Letters)**

Address(es).....

.....

**(Block Letters)**

Dated .....

Signature(s).....

or Common Seal .....

Number of share(s)  
**(See Note 2 below)**

Notes:



1. Any member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies (who need not be a member of the Company) to attend and to vote instead of the member. Completion and return of a form of proxy will not preclude a member from attending and voting at the meeting in person, should he subsequently decide to do so.
2. If any other proxy is preferred, delete the words "the Chairman of the Meeting or" insert the full name of the proxy or proxies you wish to appoint and initial the alteration. If you are appointing more than one proxy you must indicate the number of shares in respect of which you are making this appointment, you should include the number in the box provided for your first named proxy and either obtain (an) additional proxy form(s) from the Registrars on 0871 664 0300 or you may photocopy this form. Please return all the forms together and tick the box to indicate each form is one of multiple instructions being given. Please take care when completing the number of shares; if the total number of shares exceeds the total held by the member, all appointments may be invalid.
3. In the case of a corporation this form of proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised in writing. In the case of an individual, the form of proxy must be signed by the individual or his attorney.
4. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
5. If you want your proxy to vote in a certain way on the resolutions, please insert "X" in the relevant box.
6. The "vote withheld" option is provided to enable you to abstain on any particular resolution. However, it should be noted that a "vote withheld" is not a vote in law and will not be counted in the calculation of the proportion of votes "For" and "Against" a resolution.
7. If this form of proxy is returned duly signed but without any indication as to how the person appointed proxy shall vote, he will exercise his discretion as to how he votes and whether or not he abstains from voting. Your proxy can also do this on any other resolution that is put to the meeting.
8. In order to be valid, any form of proxy and power of attorney or other authority under which it is signed, or a notarially certified copy of such power or authority, must reach the Company's Registrars, Link Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, not less than 48 hours (excluding any part of a day which is a non-working day) before the time of the meeting or of any adjournment of the meeting.
9. Any alterations made in this form of proxy should be initialed.
10. The right of members to vote at the Annual General Meeting is determined by reference to the register of members. As permitted by Regulation 41 of the Uncertificated Securities Regulations 2001, shareholders (including those who hold shares in uncertificated form) must be entered on the Company's share register at 11.00 a.m. on 24 September 2018 in order to be entitled to attend and vote at the Annual General Meeting. Such shareholders may only cast votes in respect of shares held at such time. Changes to entries on the relevant register after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
11. If two or more valid forms of proxy are delivered in respect of the same share, the one which was delivered last (regardless of its date or the date of its execution) will be valid.
12. Copies of the service contracts and letters of appointment of each of the Directors will be available for inspection at the registered office of the Company during usual business hours on any weekday (Saturdays and public holidays excluded) and at the place of the Annual General Meeting from at least 15 minutes prior to and until the conclusion of the Annual General Meeting.