



IMPORTANT NOTICE – GENERAL MEETING

Admission Card

Form of Proxy for use by holders of Ordinary Shares to be held at the offices of FTI Consutling, 200 Aldersgate Street, London EC1A 4HD at 11:30 am on 29 May 2018

Before completing this form, please read the explanatory notes below and overleaf:

1. If you wish to appoint as your proxy someone other than the Chairman of the Meeting, cross out the words "the Chairman of the Meeting" or write in the space provided the full name of your proxy. The change should be initialled.
2. In the absence of instructions, the person appointed proxy may vote or abstain from voting as he or she thinks fit on the specified resolutions and, unless instructed otherwise, the person appointed proxy may also vote or abstain from voting as he or she thinks fit on any other business (including amendments to resolutions) which may properly come before the meeting.

FORM OF PROXY

for use by holders of Ordinary Shares at the General Meeting of the Company convened for 11:30 am on 29 May 2018

Voting ID

I/We wish my/our proxy to vote as indicated below in respect of the resolutions to be proposed at the meeting. Please give instructions to your proxy by ticking the appropriate box alongside each resolution (see notes 1 and 2 above).

Task ID

Shareholder Reference Number

You can submit your proxy instructions at www.sharevote.co.uk using the above numbers.

I/We being member(s) of the above named Company, hereby appoint the Chairman of the Meeting (see note 1 above) or

as my/our proxy to attend and vote for me/us and on my/our behalf at the General Meeting of the Company to be held at 11:30 am on 29 May 2018 and at any adjournment thereof.

Please indicate with an "X" if this proxy is one of multiple instructions being given.

Resolutions	Vote		
	For	Against	Withheld
1. To authorise the directors to allot shares pursuant to section 551 of the Companies Act 2006 as set out in the notice.			
2. Subject to the passing of resolution 1, to authorise the directors, pursuant to section 570 of the Companies Act 2006, to allot securities dis-applying the provisions of section 561(1) of the Companies Act 2006 in the circumstances stated in the notice.			
3. Subject to the passing of resolutions 1 and 2, to authorise the directors to allot shares pursuant to section 551 of the Companies Act 2006 as set out in the notice.			
4. Subject to the passing of resolutions 1, 2 and 3, to authorise the directors, pursuant to section 570 of the Companies Act 2006, to allot securities dis-applying the provisions of section 561(1) of the Companies Act 2006 in the circumstances stated in the notice.			
5. To approve the rules of the Long Term Incentive Plan and to authorise the directors to establish further plans based on the Long Term Incentive Plan as set out in the notice.			

Name Date

Signature

3. 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.
4. The form must be signed and dated by the shareholder or his/her attorney duly authorised in writing. If the shareholder is a company, it may execute under its common seal, by the signature of a director and its secretary or two directors or other authorised signatories in the name of the company or by the signature of a duly authorised officer or attorney. In the case of joint holdings, any one holder may sign this form. The vote of the senior joint holder 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 will be determined by the order in which the names stand in the register of members in respect of the joint holding.
5. To be valid this form must be completed and lodged with the Company's registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, together with the power of attorney or other authority (if any) under which it is signed or a copy of such authority certified notarially by no later than 11:30 am on 24 May 2018 (such date determined without including non-working days).
6. If you are a CREST member you may also register a proxy electronically using the procedures described in the CREST Manual. Electronic proxy appointments will not be accepted unless received by no later than 11:30 am on 24 May 2018 (such date determined without including non-working days).
7. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint any more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you should photocopy the proxy form. Please indicate in the box below the proxy holder's name the number of shares in relation to which you authorise them to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement. Please also mark the box as indicated if the proxy instruction is one of multiple instructions being given. All proxy forms and additional proxy forms must be signed and should be returned to Equiniti Limited.

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