

**DERRISTON CAPITAL PLC**

*(Incorporated in England and Wales with registered number 10476913)*

**PROXY FORM**

**DETAILS OF SHAREHOLDER.** Please complete:

<u>Name and address</u>	<i>Number of Shares</i>

**GENERAL MEETING of DERRISTON CAPITAL PLC** (the "**Company**") to be held at the offices of Travers Smith LLP, 10 Snow Hill, London EC1A 2AL, United Kingdom.

**Before completing this form, please read the explanatory notes following this Proxy Form.**

I/We being a member of the Company appoint \_\_\_\_\_ or, failing him/her, the Chairman of the Meeting to act as my/our proxy to attend and vote on my/our behalf at the General Meeting of the Company to be held at 9.00 a.m. on 23 July 2018 and at any adjournment of the meeting.

(Please use a black pen. Mark with an X Inside the box)

<b>RESOLUTIONS</b>	<b>For</b>	<b>Against</b>	<b>Votes withheld (note 8)</b>	<b>Discretionary (note 8)</b>
<b>SPECIAL RESOLUTION:</b>				
1. Conditionally on Admission: (a) to consolidate the ordinary shares of the Company on a one-for-ten basis; (b) to authorise the Directors to issue ordinary shares in the Company with an aggregate nominal value of up to £250 million; (c) to authorise the Directors to issue "B" ordinary shares in the Company with an aggregate nominal value of up to £1; (d) to authorise the Directors to issue ordinary shares up to an aggregate nominal value of £771,208.75 in connection with the incentive arrangements of S <sup>4</sup> Capital Limited; (e) to adopt new articles of association; and (f) to change the name of the Company to "S4 Capital plc".				
<b>ORDINARY RESOLUTION:</b>				
2. To remove the performance condition attaching to the ordinary shares in the Company held by Harry Hyman, Rodger Sargent and 3B Capital.				

*I/We would like my/our proxy to vote on the resolutions proposed at the Meeting as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.*

*Signature:*

*Date:*

\_\_\_\_\_ 2018

*In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. Director or secretary).*

## NOTES TO THE PROXY FORM:

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you will need to complete a separate form in relation to each appointment. Additional proxy forms may be obtained by contacting the Company's registrar or Company Secretary.
5. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
6. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
7. To be valid for the meeting, a form of proxy should be completed, signed and lodged (together with any power of authority or any other authority under which it is signed or a duly certified copy of such power of authority) with the Company's registrar:
  - by email to [voting@shareregistrars.uk.com](mailto:voting@shareregistrars.uk.com); or
  - by post to Share Registrars Limited The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR,

**no later than 9.00 a.m. on 19 July 2018;**
8. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, mark the box "vote withheld". A "vote withheld" is not a vote in law which means that the vote will not be counted in the calculation of votes "for" and "against" the resolution. Marking "Discretionary", or failing to mark any box against a resolution, will mean your proxy can vote as he or she wishes or can decide not to vote at all.
9. The Chairman of the Meeting shall act as a proxy unless another proxy is desired, in which case, insert full name of your proxy in the space provided above. A proxy will act in his/her discretion in relation to any business, other than that above, at the meeting (including any resolution to amend a resolution or to adjourn the meeting).
10. In the case of a corporation, this form of proxy must be executed under its common seal or signed on its behalf by an attorney or officer of the corporation.
11. In the case of joint holders, the vote of the senior holder shall be accepted to the exclusion of the votes of other joint holders. For this purpose, seniority shall be determined by the order in which the names of such holders stand in the register of members in respect of the joint holding.
12. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the Issuer's agent (ID number 7RA36) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which an issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
13. Any alterations to this form should be initialled.

**To be effective, all votes must be lodged in accordance with note 7 above.**