


CANCELLED

The Chair of Charles Taylor plc invites you to attend the General Meeting of the Company to be held at the offices of **Davis Polk & Wardwell London LLP at 5 Aldermanbury Square, London, EC2V 7HR on 22 November 2019 at 10.15 a.m.** (or as soon thereafter as the Scheme Court Meeting has concluded or been adjourned).

Shareholder Reference Number

Please detach this portion before posting this proxy form.

Form of Proxy - General Meeting to be held on 22 November 2019




Cast your Proxy online...It's fast, easy and secure!
www.investorcentre.co.uk/eproxy

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 916093

SRN:

PIN:



View the Notice of General Meeting online: www.ctplc.com/investors/

Register at www.investorcentre.co.uk - elect for electronic communications & manage your shareholding online!

**To be effective, all proxy appointments must be lodged with the Company's Registrars at:
Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 20 November 2019 at 10.15 a.m.**

Notes to Form of Proxy

1. Full details of the resolutions to be proposed at the General Meeting, together with explanatory notes, are set out in the notice of General Meeting contained in Part X of the scheme document of the Company dated 16 October 2019 (the "Scheme Document"). Before completing this White Form of Proxy, please also read the section entitled "Action to be taken" set out on pages 8 to 10 of the Scheme Document. Capitalised terms used but not defined in the notes below have the meanings given to them in the Scheme Document.
2. Only those shareholders registered on the register of members of the Company at 6.30 p.m. on 20 November 2019 (or, in the event of any adjournment, at 6.30 p.m. on the date which is two days before the date of the adjourned meeting) shall be entitled to attend or vote at the General Meeting in respect of the number of ordinary shares registered in their name at that time. Changes to entries on the register of members after that time will be disregarded in determining the right of any person to attend or vote at the General Meeting.
3. Every shareholder entitled to attend and vote at the General Meeting is entitled to appoint a proxy to attend and, on a poll, to vote instead of that shareholder.
4. To be valid, this White Form of Proxy must be deposited at the offices of the Company's registrars, Computershare at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, as soon as possible and, in any event, by no later than 10.15 a.m. on 20 November 2019 (or, in the event of any adjournment, not later than 48 hours (excluding non-working days) before the time of the adjourned meeting), together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority. **Unless this White Form of Proxy is lodged so as to be received by this time, it will be invalid. This White Form of Proxy may not be handed to the Chair at the General Meeting.**
5. The return of a completed proxy form, other such instrument, or any CREST Proxy Instruction will not prevent a shareholder from attending the General Meeting and voting in person if he/she wishes to do so.
6. If the proxy is being appointed in relation to part of your holding only, enter the number of shares over which they are authorised to act as your proxy in the box next to the proxy's name. If this box is left blank, they will be authorised in respect of your full voting entitlement.
7. To appoint more than one proxy, you should obtain additional Forms of Proxy from the Company's registrar, Computershare, or you may photocopy this White Form of Proxy. Please ensure you specify the number of shares over which each proxy can act, as described in note 6, above. Multiple proxy cards should be returned together in the same envelope.
8. Any person to whom this White Form of Proxy is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
9. The statement of the rights of shareholders in relation to the appointment of proxies in notes 2 and 3 above does not apply to Nominated Persons. The rights described in these notes can only be exercised by shareholders of the Company.
10. As at 15 October 2019 (being the last practical date prior to the publication of this notice), the Company's issued share capital consisted of 77,913,724 ordinary shares of one pence each, carrying one vote each. Therefore, the total voting rights in the Company as at 15 October 2019 were 77,913,724.
11. CREST members who wish to appoint a proxy or proxies by using the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual which can be viewed at www.euroclear.com/CREST, CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take appropriate action on their behalf.
12. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (the "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Computershare (ID is 3RA50) at least 48 hours before the time appointed for the General Meeting (or, in the case of adjournment(s), not later than 48 hours (excluding non-working days) before the time fixed for the adjourned meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Computershare is able to retrieve the message by enquiry to CREST in the manner required by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to Computershare through other means.
13. CREST members and, where applicable, their CREST sponsors, or voting service provider(s) should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. For this purpose, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
14. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in the Uncertificated Securities Regulations 2001.
15. Pursuant to section 319A of the Companies Act 2006, the Company must cause to be answered at the General Meeting any question relating to the business being dealt with at the General Meeting which is put by a member attending the meeting, except in certain circumstances, including if it is undesirable in the interests of the Company or the good order of the meeting that the question be answered, or if to do so would involve the disclosure of confidential information.
16. Members may not use any electronic address provided either in the notice of General Meeting or any related documents (including this White Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.
17. In the case of joint holders of shares, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s). For this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding (the name being the most senior).
18. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
19. Any alterations to this Form of Proxy must be initiated by the persons who signs it.
20. If you have any questions relating to the Form of Proxy, please call Computershare Investor Services PLC on 0370 889 4020 (from within the UK) or on +44 (0) 370 889 4020 (from outside the UK).

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

All Named Holders



Poll Card

To be completed if voting in person at the General Meeting.

Special Resolution

1. To implement the Scheme, as set out in the Notice of General Meeting, including the amendment to the Articles of the Company.

For Against Vote Withheld

CANCELLED

Signature

In the case of a Corporation, a letter of representation will be required (in accordance with S323 of the Companies Act 2006) unless this has already been lodged at registration.

Form of Proxy

Please leave this box blank if you have selected the Chair of the General Meeting as proxy. Do not insert your name(s).

Name	Number of shares
<input type="text"/>	<input type="text"/>



I/We, the undersigned, being a member(s) of the Company entitled to attend, speak and vote at the General Meeting, appoint the Chair of the General Meeting or the above named person to be my/our proxy to exercise all or any of my/our rights to attend, speak and vote on my/our behalf at the General Meeting of the Company to be held at 10.15 a.m. on 22 November 2019, and at any adjournment thereof. I/We appoint my/our proxy to attend, speak and vote in the manner indicated below. Unless otherwise instructed, the proxy may vote as he thinks fit in respect of any other business which may properly come before the General Meeting.

* For the appointment of more than one proxy, please refer to Explanatory Note 7 (see front).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



Special Resolution

1. To implement the Scheme, as set out in the Notice of General Meeting, including the amendment to the Articles of the Company.

For Against Vote Withheld

This Form of Proxy, postage for which has been prepaid, must be signed and dated before it is posted to Computershare Investor Services PLC ("Computershare").

Signature

Date

CANCELLED

GG / MM / YY

In the case of a corporation, this Form of 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, secretary).

