

# Dee Valley Group Plc (the "Company")

Bar Code:

Investor Code:

## Dee Valley Group Plc (the "Company")

Form of proxy for use at the Court Meeting to be held on 12 January 2017 at 9.30 a.m.

Bar Code:

Investor Code:

Event Code: DVALC77570

being (a) registered holder(s) of Voting Ordinary Shares of 5 pence each in Dee Valley Group plc hereby appoint the Chairman of the Court Meeting or (see note (iii) below):

Name of proxy:  Number of Voting Ordinary Shares over which proxy is appointed (see note (iv) below):

as my/our proxy to attend, speak and vote in respect of my/our Voting Ordinary Shares on my/our behalf at the Court Meeting of the Company to be held at Ramada, Wrexham, Ellice Way, Wrexham, LL13 7YH on 12 January 2017 at 9.30 a.m. and at any adjournment thereof and I/we direct my/our said proxy to attend, speak and vote in respect of the Resolution to be proposed at the Court Meeting as indicated below. Please tick here if this proxy appointment is one of multiple appointments being made. For the appointment of more than one proxy, refer to note (v) below.

### RESOLUTION

To approve the Scheme of Arrangement as set out in the notice of the Court Meeting contained in Part 14 of the circular to Voting Ordinary Shareholders of the Company which accompanies this Form of Proxy.

**If you wish to vote for the Scheme of Arrangement, you must sign your name in the box marked "FOR the said Scheme of Arrangement". If you wish to vote against the Scheme of Arrangement, you must sign your name in the box marked "AGAINST the said Scheme of Arrangement".**

**FOR the said Scheme of Arrangement**

**AGAINST the said Scheme of Arrangement**

Signature:

Signature:

Date

**Notes:**

- (i) 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.
- (ii) Appointment of a proxy does not preclude you from attending the meeting in person; your proxy appointment will automatically be terminated.
- (iii) 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.
- (iv) If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box overleaf the proxy's name the number of shares in relation to which he or she is authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account) unless you are appointing more than one proxy, for which please see (v) below.
- (v) You may appoint more than one proxy provided each 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 may photocopy the proxy card. Please indicate in the box below the proxy's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. Failure to specify the number of shares each proxy appointment relates to or specifying a number of shares in excess of those held by member on the record date will result in the proxy appointment being invalid.
- (vi) To direct your proxy how to vote on the resolution please sign either the box marked 'FOR the said Scheme of Arrangement' or the box marked 'AGAINST the said Scheme of Arrangement'. Unless you sign in one of the aforementioned boxes (and in one only), this proxy form will be invalid.
- (vii) To appoint a proxy using this form, the form must be:
- completed and signed;
  - sent or delivered to the Company Registrar at Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU; and
  - received by the Registrar not later than 48 hours (excluding any part of a day that is not a working day) before the time fixed for the holding of the Court Meeting or any adjournment thereof.
- Alternatively, if this form of proxy is not lodged before a time no later than 48 hours (excluding any part of a day that is not a working day) before the time fixed for the holding of the Court Meeting or any adjournment thereof, it may be handed to the Registrar on behalf of the Chairman at the Court Meeting or any adjournment thereof before the taking of the poll.
- (viii) In the case of a member which is a company, this proxy form must be executed under its common seal (or otherwise duly executed as a deed) or under the hand of an officer, attorney or other person authorised to sign it.
- (ix) Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power of authority) must be included with the proxy form.
- (x) CREST members who wish to appoint a proxy or proxies by using CREST electronic appointment service may do so for the Court Meeting and any adjournment thereof by using the procedures described in the CREST Manual. 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 the appropriate action on their behalf.
- (xi) In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (CREST LD, RA10) not later than 48 hours (excluding any part of a day that is not a working day) before the time fixed for the holding of the Court Meeting or any adjournment thereof. 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 the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
- (xii) CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI 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 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. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning limitations of the CREST system and timings. The company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- (xiii) In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
- (xiv) If you submit more than one valid proxy appointment, the appointment deposited, delivered or received last before the latest time for the receipt of proxies will take precedence (regardless of its date of execution).
- (xv) To change your proxy instructions, simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact Capita Asset Services. 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.
- (xvi) In order to revoke a proxy instruction, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company Registrars at the address above. In the case of a member which is a company, the revocation notice must be executed under its common seal (or otherwise duly executed as deed) or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney under which the revocation notice is signed (or a duly certified copy of such power of authority) must be included with the revocation notice.
- (xvii) You may not use any electronic address provided in the notice of the meeting to communicate with the Company for any other purpose other than those expressly stated.
- (xviii) If you prefer, you may return the proxy form to the Registrar in an envelope addressed to: FREEPOST CAPITA PXS. (No further address detail is required. Please note that delivery can take up to 5 business days).
- (xix)