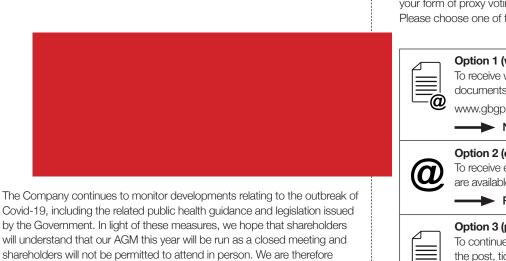


compliant and safe way:

Signature

PLEASE DETACH THIS PORTION BEFORE POSTING THE FORM OF PROXY



• shareholders and their representatives will NOT be permitted to attend the AGM in person;

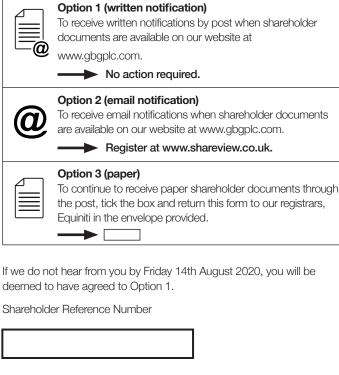
implementing the following precautions to ensure that we hold our AGM in a

- instead, all shareholders should vote by proxy to ensure that their vote is counted at the AGM either:
 - by appointing a proxy electronically (see notes 4 and 5 overleaf) or
 - by completing the attached Form of Proxy and returning it by post.

Given the restrictions on attendance, shareholders should appoint the Chairman of the meeting as their proxy.

SHAREHOLDER COMMUNICATION

The purpose of this form is to ask you to consider how you would like to receive shareholder communications in the future. If you currently receive shareholder communications by post, you can choose to increase the speed with which you access shareholder documents and also help reduce the impact on the environment by not only reading our Annual Report and Accounts online, but also by choosing to receive your form of proxy voting instructions via email and voting electronically. Please choose one of the following options below:



	ar or the meeting de their proxy.			<u> </u>			
FORM	OF PROXY - GB GROUP PLC						
	VOTING ID	TASK ID			SHAREHOLDER REI	FEREN	CE NUMBER
Park, Cl Note 1) by inser directior	nual General Meeting of GB Group Plc (the 'Comp nester, CH4 9GB on Monday 10th August 2020 a as my/our proxy to vote for me/us and on my/oul ting a cross in the appropriate box, how you wish as your appointed proxy will vote or abstain at his/ struct the proxy to vote on the following resolut	at 10.00 behalf your vo her disc	Dam. I/We being a rat the Annual Genotes to be cast on the cretion on the resol	member(s) of the Company, he eral Meeting of the Company a he resolutions mentioned. If yo	ereby appoint the Chairman and at any adjournment the ou sign this form and return	of the mercor. Pleast without	eeting (see ise indicate any specific
	ary Resolutions	For	Against Withheld	Ordinary Resolutions		For	Against Withheld
	eceive the Company's annual accounts for year ended 31 March 2020 together with the			7. To authorise the Directo auditor's remuneration.	ors to determine the		
	ctors' report and auditor's report on those ounts.			8. To authorise the Directo Company	ors to allot shares in the		
2. To a	appoint Natalie Lea Gammon as Director			Special Resolutions			

Ordinary Resolutions		For	For Against Withheld		Ordinary Resolutions		Agains	t Withheld
1.	To receive the Company's annual accounts for the year ended 31 March 2020 together with the				To authorise the Directors to determine the auditor's remuneration.			
	directors' report and auditor's report on those accounts.				To authorise the Directors to allot shares in the Company			
2.	To appoint Natalie Lea Gammon as Director			Spe	cial Resolutions			
3. 4.	To re-appoint David Anthony Rasche as a Director. To re-appoint Christopher Graham Clark as a				To waiver pre-emption rights in certain circumstances (general)			
5.	Director. To receive and approve the Report on Directors'				To waiver pre-emption rights in certain circumstances (financing)			
	Remuneration as set out in the Company's annual report and accounts for the year ended 31 March				To authorise the Company to purchase its own shares			
6.	2020. To re-appoint Ernst & Young LLP as the Company's auditor to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting at which accounts are laid before the Company.			t	To adopt the Articles of Association produced to the meeting to the exclusion of the existing Articles of Association.			

Date

Notes and Instructions

- 1. Given the UK Government public health restrictions for Covid-19, shareholders and their representatives will NOT be permitted to attend the AGM in person. You should therefore appoint the Chairman of the meeting as your proxy rather than a named person who will not be permitted to attend the meeting. If you appoint any person other than the Chairman of the meeting as your proxy, your vote will not be counted.
- 2. Under normal circumstances, shareholders may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. However, given the restrictions on attendance at the AGM, you should appoint only the Chairman of the meeting as your proxy rather than appointing one or more named person(s) who will not be permitted to attend the meeting.
- 3. To be valid, proxy forms together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney should be signed and returned in the envelope provided by 10:00 am on Thursday 6th August 2020.
- 4. To have the right to vote at the meeting (and also for the purpose of calculating how many votes a person may cast), a person must have their name entered on the register of members by no later than 6.30pm on Thursday 6th August 2020. Changes to entries on the register after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
- As an alternative to completing this Form of Proxy, you can appoint a proxy electronically by visiting www.sharevote.co.uk. You will need your Voting ID, Task ID and Shareholder Reference Number (as printed on this Form of Proxy). Alternatively, if you have already registered with Equiniti's online portfolio service, Shareview, you can submit your Form of Proxy at www.shareview.co.uk. Full instructions are given on both websites. For an electronic proxy appointment to be valid, the appointment must be received by the Company's registrar, Equiniti, no later than 10:00am on Thursday 6th August 2020 (or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting). Any electronic communication sent by a shareholder to Equiniti which is found to contain a virus will not be accepted by the Company, but every effort will be made by the Company to inform the shareholder of the rejected communication.
- 6. CREST members who wish to appoint a proxy using the CREST electronic appointment service may do so by using the procedures described in the CREST manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by the issuer's agent RA19 no later than 48 hours before the time fixed for the meeting. You should appoint the Chairman of the meeting as your proxy rather than a named person who will not be permitted to attend the meeting.
- 7. To direct your proxy how to vote on the resolutions, please mark the appropriate box with an "X". To abstain from voting on a resolution, select the relevant "vote withheld" box. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion.
- 8. In the case of joint holders, the vote of the senior holder who tenders a vote by proxy, will be accepted to the exclusion 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. The names of the joint holders should be stated. OR In the case of holdings held in joint names, the signature of one holder will be sufficient.
- 9. If the member is a corporation, this proxy should be executed either under its common seal, or under the hand of its attorney or any person duly authorised on its behalf
- 10. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
- 11. If you submit more than one valid proxy appointment, the appointment received last before the latest time for receipt of the proxies will take precedence.
- 12. Any alteration to this form should be initialled.
- 13. This proxy confers authority to demand or join in demanding a poll.