

NOTES TO THE FORM OF PROXY

- 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 and the notice set out in the notice of meeting.
- 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. If you wish to appoint a proxy other than the Chairman of the Meeting, please cross out the words "the Chairman of the Meeting" and write the full name of your proxy in the space provided. The change should be initialled. 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 To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If you either select the "Discretionary" option or if no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
- 5 To appoint a proxy using this form, the form must be: completed and signed, and sent or delivered to by post or by hand to Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, B63 3DA; and received by Neville Registrars no later than 11:30 a.m. on 6 May 2018.
- 6 To complete a valid proxy appointment or instruction using the CREST service, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited'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 an amendment to the instruction relating to a previously appointed proxy must, in order to be valid, be transmitted and received by Neville Registrars Ltd (Participant ID: 7RA11) not later than 11:30 a.m. on 6 May 2018. The time of receipt of the instruction will be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which Neville Registrars Ltd is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- 7 In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
- 8 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.
- 9 In the case of joint holders, the signature of any one of them will suffice but the names of all joint holders should be stated. The vote of the senior who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the votes of the other holders. For this purpose, seniority is determined by the order in which the names stand in the register of members in respect of the joint holding (the first-named being the most senior).
- 10 To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate 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.
- 11 If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence.
- 12 For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.

Please complete and return this Form of Proxy to the Registrar at the address shown overleaf. If you wish to use an envelope, please address it to 'FREEPOST NEVILLE'. If it is posted outside the United Kingdom, please return it in an envelope using the address shown overleaf and pay the appropriate postage charge.

Abaco Capital plc

(Incorporated and registered in England and Wales under the Companies Act 2006 with registered number 07036758)

FORM OF PROXY

I/We _____ being (a) member(s) of the Company and entitled to vote at the Annual General Meeting, hereby appoint

(Please only complete if appointing someone other than the Chairman of the Meeting)

or failing him/her, the Chairman of the Meeting as my/our proxy, to attend, speak and vote for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on 8 May 2018 at the offices of DWF LLP, 20 Fenchurch Street, London, EC3M 3AG at 11:30 a.m. and at any adjournment thereof.

Resolutions (*Special Resolutions)

| | FOR | AGAINST | WITHHELD | | FOR | AGAINST | WITHHELD |
|---|--------------------------|--------------------------|--------------------------|--|--------------------------|--------------------------|--------------------------|
| 1 To receive and adopt the strategic report of the Company, the Directors' Report, the Audited Statement of Accounts and Auditors' Report for the year ended 31 December 2017 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 8* To authorise the joint liquidators to distribute the assets of the Company and to determine how such division and distribution shall be carried out as between the members of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 To re-elect David Norwood as a director of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 9* To authorise the joint liquidators to pay or make an advance distribution to the members | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 To appoint Grant Thornton UK LLP as auditors of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 10 That Keith Marshall and James Miller of RSM Restructuring Advisory LLP be and are hereby appointed joint liquidators to the Company, to act on a joint and several basis | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 To authorise the Directors to allot shares in the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 11 To authorise the joint liquidators to draw their remuneration based upon their time costs by reference to the time properly given by the joint liquidators and their staff | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5* To disapply pre-emption rights | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 12 To authorise the joint liquidators to draw 'category 2' disbursements out of the assets of the Company as an expense of the liquidation | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6* That the Company be wound up voluntarily and that joint liquidators be appointed for the purposes of such winding up | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 13 That until such time as the joint liquidators are released, the books and records of the Company are to be held by the Directors to the order of the Joint Liquidators | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7* That the Ordinary Shares be cancelled from trading on the AIM market | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | |

If you are planning to attend the Annual General Meeting, please tick the following box:

Mark this box with an "X" if you are appointing more than one proxy:

Signed:

Leave blank to authorise your proxy to act in relation to your full entitlement or enter the number of shares in relation to which your proxy is authorised to vote:

Date:

D
D
-
M
M
-
Y
Y



Abaco Capital plc

Attendance Card

The Annual General Meeting will start at 11:30 a.m. and is being held on 8 May 2018 at the offices of DWF LLP, 20 Fenchurch Street, London, EC3M 3AG.

If you plan to attend the Annual General Meeting, please bring this card with you to ensure you gain entry as quickly as possible.

Please present this card at the registration desk. It will be used to show that you have the right to attend, speak and vote at the Annual General Meeting.

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Name
Address 1
Address 2
Address 3
Address 4
Address 5
Address 6

NEVILLE
REGISTRARS



Business Reply Plus
Licence Number
RSTY-SAKX-RZSL



NR 1

Neville Registrars Limited
Neville House
18 Laurel Lane
Halesowen
B63 3DA