

FORM OF PROXY

InterQuest Group plc

Extraordinary General Meeting 4 June 2018

I/We (block capitals)
of.....
being a holder/holders of ordinary shares of 1p each in the capital of InterQuest Group plc (the "**Company**"), hereby appoint
..... or failing him/her, the chairman of the meeting to be my/our proxy and vote for me/us on my/our behalf at the extraordinary general meeting of the Company to be held on 4 June 2018 (the "**Extraordinary General Meeting**") (notice of which was communicated to members of the Company within the circular dated 11 May 2018), and at any adjournment thereof.

I/We direct my/our proxy to vote as indicated by an X in the appropriate column. If no indication is given, and on any other resolutions proposed at the meeting, my/our proxy will vote or abstain from voting as he/she thinks fit.

Resolutions to be proposed	For	Against	Withheld
1. SPECIAL RESOLUTION to, in accordance with Rule 41 of the AIM Rules for Companies, authorise the cancellation of the admission to trading on AIM (the market of that name operated by the London Stock Exchange plc) of the ordinary shares of 1p each in the capital of the Company and to authorise the directors of the Company to take all action reasonable or necessary to effect such cancellation.			
2. SPECIAL RESOLUTION to, subject to the passing of resolution 1 above and the cancellation of the admission of the ordinary shares of 1p each to trading on AIM, the market of that name operated by London Stock Exchange plc, becoming effective, authorise: (i) pursuant to the provisions of section 97 of the Companies Act 2006, the re-registration of the Company as a private limited company by the name of "InterQuest Group Limited"; and (ii) the adoption by the Company, in substitution for its existing articles of association, of the draft regulations produced to the Extraordinary General Meeting and signed by the chairman of the Extraordinary General Meeting Meeting for the purposes of identification.			

Signed Dated..... 2018

NOTES

1. A member of the Company entitled to attend and vote at the Extraordinary General Meeting is also entitled to appoint a proxy or proxies to attend, speak and vote instead of him. A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A proxy need not be a member of the Company. Appointment of a proxy will not preclude a member from attending and voting in person at the meeting.
2. A member wishing to appoint a person other than the chairman of the meeting as proxy should insert the name and address of such person in the space provided.
3. The vote withheld option is provided to enable you to abstain on any particular resolution. It should be noted that a vote withheld is not a vote in law and will not be counted as a vote for or against a resolution.
4. This form must be signed and dated by the member or his/her attorney duly authorised in writing. Any alterations made to this form of proxy must be initialled.
5. Where this form of proxy is executed by a corporation it must either be under its common seal or signed on its behalf by a duly authorised officer or an attorney.
6. In the case of joint holders of a share the signature of any one holder will be sufficient but the names of all the 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 joint holders. For this purpose seniority is determined by the order in which the names of the holders stand in the register of members in respect of the joint holding.

7. To appoint more than one proxy please photocopy this form indicating on each copy the name of the proxy you wish to appoint and the number of shares in respect of which the proxy is appointed. All forms must be signed and should be returned in the same envelope.
8. If this form of proxy is signed and returned without any intention as to how the proxy should vote, the proxy will exercise his discretion as to whether and how he is to vote.
9. To be effective, this form of proxy must be delivered to Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF as soon as possible but in any event no later than 10.00 a.m. on 31 May 2018, being 48 hours (excluding weekends) before the time fixed for the Extraordinary General Meeting. In addition, any power of attorney or other authority under which the proxy is appointed (or a notarially certified copy of such authority) must be delivered to Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, as soon as possible but in any event no later than 10.00 a.m. on 31 May 2018, being 48 hours (excluding weekends) before the time fixed for the Extraordinary General Meeting.
10. If you submit more than one valid proxy appointment in respect of the same shares for which a proxy is appointed, the appointment received last before the latest time for receipt of proxies will take precedence in respect of such share.