

# Anite

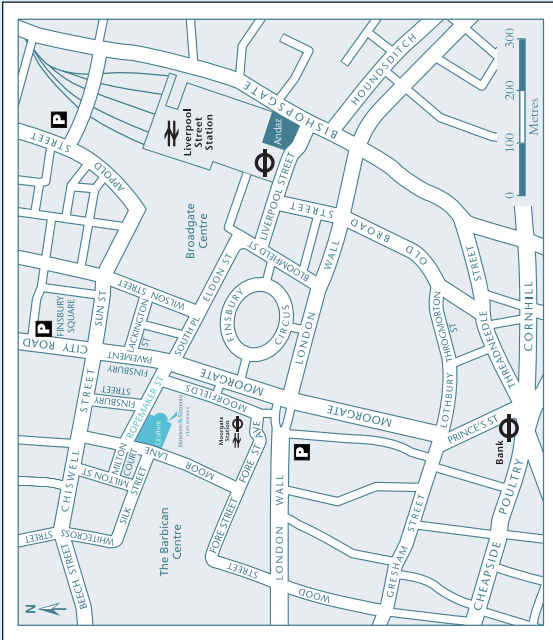
## Attendance Card

### Court Meeting

A Court Meeting of Anite plc (the 'Company') convened pursuant to an order of the Court under Part 26 of the Companies Act 2006 will be held on Thursday 30 July 2015 at 2.00 p.m. at the offices of Simmons & Simmons LLP, Citypoint, One Ropemaker Street, London EC2Y 9SS.

### Location of Court Meeting

Simmons & Simmons LLP  
Citypoint  
One Ropemaker Street  
London EC2Y 9SS



A larger version of this map is available at <http://www.simmons-simmons.com/en/Contact-Us/London>

## Attendance

If you wish to attend the Court Meeting, please sign this card and bring it with you for production at the registration desk to authenticate your right to attend. You will receive a poll card at the Court Meeting after registering at the registration desk.

Shareholder reference number:

Barcode:

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# Anite

FORM OF PROXY

Court Meeting of Anite plc to be convened at 2.00 p.m. on Thursday 30 July 2015

**Please complete this Form of Proxy in black ink and see Notes overleaf**

Shareholder Reference No.

0341-077-S

Please leave this box blank if you have selected the Chairman.  
Do not insert your name(s).

Name of proxy

Number of shares  
proxy appointed over

I/We appoint the Chairman of the Court Meeting or

to be my/our proxy to exercise all or any of my/our rights to attend and to speak and vote on my/our behalf at the Court Meeting of Anite plc, to be convened at 2.00 p.m. on Thursday 30 July 2015 and at any adjournment thereof. I/We appoint my/our proxy to attend, speak and vote in the manner indicated below (see Notes 3, 4 and 5 overleaf).

Please indicate here with an 'X' if this Form of Proxy is one of multiple instructions being given (see Note 5 overleaf).

If you wish to vote for the Scheme, sign in the box marked "FOR", or if you wish to vote against the Scheme, sign in the box marked "AGAINST".

**PLEASE SIGN IN ONLY ONE OF THE BOXES BELOW.**

FOR the said Scheme  
SIGNATURE

AGAINST the said Scheme  
SIGNATURE

Date: 2015

This Form of Proxy, postage for which has been prepaid, must be signed and dated before it is posted to Equiniti Limited ("**Equiniti**").

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Notes to Form of Proxy

- 1 Full details of the resolution to be proposed at the Court Meeting, with explanatory notes, are set out in the Notice of Court Meeting which is set out in the circular relating to the Scheme. Before completing this Form of Proxy, please also read "Actions to be Taken" set out in the circular relating to the Scheme. Terms defined in the circular relating to the Scheme sent to shareholders on Monday 6 July 2015 shall apply in this Form of Proxy unless the context otherwise requires.
- 2 Only holders of Scheme Shares, or their duly appointed representatives, are entitled to attend, speak and vote at the Court Meeting. A Scheme Shareholder so entitled may appoint one or more proxies (provided that each proxy is appointed to exercise rights attached to a different share or shares), who need not be members or Scheme Shareholders to exercise all or any of his/her rights to attend, speak and vote on his/her behalf. Proxies may only be appointed using the procedures set out in this Form of Proxy. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which they are 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 Form of Proxy from has been issued in respect of a designated account for a Scheme Shareholder, the full voting entitlement for that designated account).
- 3 The Form of Proxy gives your proxy(ies) full rights to attend, speak and vote. If you wish to restrict the rights of your proxy(ies) please cross out either or both of the words 'speak' or 'vote' as you feel appropriate.
- 4 Please indicate with your signature in the boxes to show how you wish your vote to be cast. Unless otherwise instructed, the person appointed as proxy will exercise his/her discretion as to how he/she votes on the Scheme and on any other business (including amendments to the Scheme and any procedural business, including any resolution to adjourn), which may come before the Court Meeting.
- 5 If you wish to appoint a proxy other than the Chairman of the Court Meeting please insert their name in the space provided and delete 'the Chairman of the Court Meeting or'. To appoint more than one proxy, you should photocopy this Form of Proxy or request additional copies by contacting Equiniti's helpline on 0871 384 2809 or +44 (0) 121 415 0089 if calling from outside the United Kingdom. You must indicate next to the proxy's name the number of shares in relation to which you authorise them to act as your proxy. If you have appointed multiple proxies please also mark the box where indicated. All forms must be signed and should be returned together in the same envelope.
- 6 To be entitled to vote at the Court Meeting (and for the purpose of determining the number of votes you may cast), you must be entered on the Company's register of members at 6.00 p.m. on Tuesday 28 July 2015 or, if the Court Meeting is adjourned, you must be entered on the Company's register of members at 6.00 p.m. two days prior to the date of any adjourned meeting.
- 7 If the Form of Proxy is signed by someone else on your behalf, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or such authority must be returned with the Form of Proxy. In the case of a joint holding, any holder may sign. If the shareholder is a corporation, the Form of Proxy must be executed under its common seal or signed by an officer, attorney or other person duly authorised by the corporation, stating their capacity.
- 8 A Scheme Shareholder which is a corporation may authorise a person or persons to act as its representative(s) at the Court Meeting. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were a Scheme Shareholder, provided that it does not do so in relation to the same shares.
- 9 Any alterations to this Form of Proxy should be initialled.
- 10 Completion and return of this Form of Proxy will not prevent you from attending in person and voting at the Court Meeting should you subsequently decide to do so.
- 11 In the case of joint holders only one holder needs to sign the Form of Proxy, but the vote of the senior joint holder 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 shall be determined by the order in which the names stand in the Company's register of members in respect of the joint holding.
- 12 If Equiniti receives more than one valid form of proxy from the same shareholder, it will accept the last one sent. Where it cannot be determined which proxy was last sent, the one which was received last shall be so treated. Where it cannot be determined either which was sent last or received last, none of such proxy appointments shall be treated as valid in respect of that share.
- 13 To be valid, the Form of Proxy, postage for which has been prepaid on the reverse should be returned and be received by Equiniti no later than 2.00 p.m. on Tuesday 28 July 2015 (or, if the Court Meeting is adjourned, by no later than 48 hours prior to the time fixed for the adjourned Court Meeting), but if this Form of Proxy is not so lodged, it may be handed to a representative of the Registrar on behalf of the Chairman of the Court Meeting before the start of the Court Meeting, or if the Court Meeting is adjourned, before the start of that adjourned meeting. A stamp is not required if posted in Great Britain, the Channel Islands or Northern Ireland.

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Licence Number  
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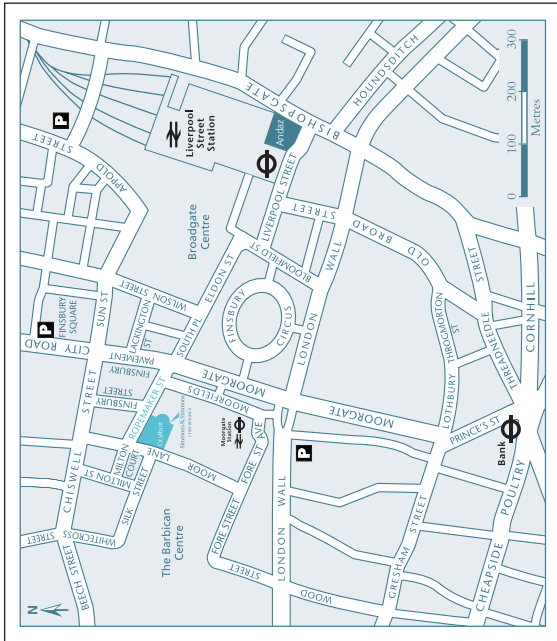


Equiniti  
Aspect House  
Spencer Road  
LANSING  
BN9 6FU



**Location of General Meeting**

Simmons & Simmons LLP  
 Citypoint  
 One Ropemaker Street  
 London EC2Y 9SS



A larger version of this map is available at  
<http://www.simmons-simmons.com/en/Contact-Us/London>

**Attendance**

If you wish to attend the General Meeting, please sign this card and bring it with you for production at the registration desk to authenticate your right to attend. You will receive a poll card at the General Meeting after registering at the registration desk.

Shareholder reference number:

Barcode:

0341-075-S

I/We appoint the Chairman of the General Meeting or to be my/our proxy to exercise all or any of my/our rights to attend and to speak and vote on my/our behalf at the General Meeting of Anite plc, to be held at 2.15 p.m. on Thursday 30 July 2015 and at any adjournment thereof. I/We appoint my/our proxy to attend, speak and vote in the manner indicated below (see Notes 3, 4 and 5 overleaf).

Please indicate here with an 'X' if this Form of Proxy is one of multiple instructions being given (see Note 5 overleaf).

Please indicate your vote by marking the appropriate box like this:

**Special Resolution**

To give effect to the Scheme, as set out in the Notice of General Meeting, including the amendments to the Articles of Association.

FOR	AGAINST	WITHHELD
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Signature** (see Notes 8 and 12 overleaf)

Date

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

0341-075-S

Shareholder Reference No.

Please leave this box blank if you have selected the Chairman. Do not insert your name(s).

Name of proxy

Number of shares proxy appointed over

Notes to Form of Proxy

- 1 Full details of the resolution to be proposed at the General Meeting, with explanatory notes, are set out in the Notice of Anite General Meeting which is set out in the circular relating to the Scheme. Before completing this Form of Proxy, please also read "Actions to be Taken" set out in the circular relating to the Scheme. Terms defined in the circular relating to the Scheme sent to shareholders on Monday 6 July 2015 shall apply in this Form of Proxy unless the context otherwise requires.
- 2 Only holders of Anite Shares, or their duly appointed representatives, are entitled to attend, speak and vote at the General Meeting. A member may appoint one or more proxies (provided that each proxy is appointed to exercise rights attached to a different share or shares), who need not be members, to exercise all or any of his/her rights to attend, speak and vote on his/her behalf. Proxies may only be appointed using the procedures set out in this Form of Proxy. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which they are 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 Form of Proxy has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
- 3 The Form of Proxy gives your proxy(ies) full rights to attend, speak and vote. If you wish to restrict the rights of your proxy(ies) please cross out either or both of the words 'speak' or 'vote' as you feel appropriate.
- 4 Please indicate with an 'X' in the boxes how you wish your vote to be cast. Unless otherwise instructed, the person appointed as proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting on the resolution and on any other business (including amendments to the resolution and any procedural business, including any resolution to adjourn), which may come before the General Meeting.
- 5 If you wish to appoint a proxy other than the Chairman of the General Meeting please insert their name in the space provided and delete 'the Chairman of the General Meeting or'. To appoint more than one proxy, you should photocopy this Form of Proxy or request additional copies by contacting Equiniti's helpline on 0871 384 2809 or +44 (0) 121 415 0089 if calling from outside the United Kingdom. You must indicate next to the proxy's name the number of shares in relation to which you authorise them to act as your proxy. If you have appointed multiple proxies please also mark the box where indicated. All forms must be signed and should be returned together in the same envelope.
- 6 To be entitled to vote at the General Meeting (and for the purpose of determining the number of votes you may cast), you must be entered on the Company's register of members at 6.00 p.m. on Tuesday 28 July 2015 or, if the General Meeting is adjourned, you must be entered on the Company's register of members at 6.00 p.m. two days prior to the date of any adjourned meeting.
- 7 The 'Withheld' option on the Form of Proxy is provided to enable you to abstain on the resolution. However, a vote withheld is not a vote in law and will not be counted in the calculation of proportion of votes 'For' and 'Against' the resolution.
- 8 If the Form of Proxy is signed by someone else on your behalf, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or such authority must be returned with the Form of Proxy. In the case of a joint holding, any holder may sign. If the shareholder is a corporation, the Form of Proxy must be executed under its common seal or signed by an officer, attorney or other person duly authorised by the corporation, stating their capacity.
- 9 A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the General Meeting. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that it does not do so in relation to the same shares.
- 10 Any alterations to this Form of Proxy should be initialled.
- 11 Completion and return of this Form of Proxy will not prevent you from attending in person and voting at the General Meeting should you subsequently decide to do so.
- 12 In the case of joint holders only one holder needs to sign the Form of Proxy, but the vote of the senior joint holder 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 shall be determined by the order in which the names stand in the Company's register of members in respect of the joint holding.
- 13 If Equiniti receives more than one valid form of proxy from the same shareholder, it will accept the last one sent. Where it cannot be determined which proxy was last sent, the one which was received last shall be so treated. Where it cannot be determined either which was sent last or received last, none of such proxy appointments shall be treated as valid in respect of that share.
- 14 To be valid, the Form of Proxy postage for which has been prepaid on the reverse should be returned and be received by Equiniti no later than 2.15 p.m. on Tuesday 28 July 2015 (or, if the General Meeting is adjourned, by no later than 48 hours prior to the time fixed for the adjourned General Meeting). A stamp is not required if posted in Great Britain, the Channel Islands or Northern Ireland.

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Equiniti  
Aspect House  
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Lancing  
BN99 6FU

