

CANCELLED

By an order dated 15 October 2019 made in the matter of Charles Taylor plc (the "Company"), the Court has granted permission for a meeting of the Scheme Shareholders (as defined in the scheme document of the Company dated 16 October 2019 (the "Scheme Document")) (the "Scheme Court Meeting") to be convened for the purpose of considering, and if thought fit, approving (with or without modification) a scheme of arrangement pursuant to Part 26 of the Companies Act 2006 (the "Scheme") between the Company and the Scheme Shareholders (as defined in the Scheme Document) and that such Scheme Court Meeting shall be held at the offices of Davis Polk & Wardwell London LLP, at 5 Aldermanbury Square, London EC2V 7HR on 22 November 2019 at 10.00 a.m. (London time) at which place and time all Scheme Shareholders are requested to attend either in person or by proxy.

Shareholder Reference Number

Please detach this portion before posting this Form of Proxy.

Form of Proxy – Scheme Court Meeting to be held on 22 November 2019 at 10.00 a.m.



Cast your Proxy online...It's fast, easy and secure!
www.investorcentre.co.uk/eproxy

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 916094

SRN:

PIN:



View the Scheme Document online: www.ctplc.com/investors/

Register at www.investorcentre.co.uk – elect for electronic communications & manage your shareholding online!

To be effective, all proxy appointments must be lodged with the Company's Registrars at:

Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 10.00 a.m. on 20 November 2019.

If this Form of Proxy for the Scheme Court Meeting is not returned by the specified time and date, it may be handed to Charles Taylor's Registrars, Computershare, or the Chair of the Scheme Court Meeting before the start of the Scheme Court Meeting and will still be valid.

Notes to Form of Proxy

- Full details of the resolution to be proposed at the Scheme Court Meeting are set out, together with explanatory notes, in the notice of Scheme Court Meeting contained in Part IX of the Scheme Document. Before completing this Blue Form of Proxy, please also read the section entitled "Action to be taken" set out in pages 8 to 10 of the Scheme Document. Terms defined in the Scheme Document shall apply equally in this Blue Form of Proxy, unless the context otherwise requires.
- Scheme Shareholders entitled to attend and vote at the Scheme Court Meeting may vote in person at such meeting or they may appoint another person or persons, whether a member of the Company or not, as their proxy or proxies, to exercise all or any of their rights to attend, speak and vote at the Scheme Court Meeting.
- It is requested that this Blue Form of Proxy (together with any power of attorney or other authority, if any, under which it is signed, or a notarially certified copy thereof) be returned to the Company's registrar, Computershare, at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, by post or (during normal business hours only) by hand, as soon as possible and, in any event, by no later than 10.00 a.m. on 20 November 2019, or, in the case of an adjournment of the Scheme Court Meeting, 48 hours (excluding non-working days) before the time appointed for the adjourned Scheme Court Meeting. However, if not so lodged, this Blue Form of Proxy (together with any such authority, if applicable) may be handed to the Chair of the Scheme Court Meeting, or to a representative of Computershare on behalf of the Chair, at the Scheme Court Meeting and will still be valid.
- Scheme Shareholders are entitled to appoint a proxy in respect of some or all of their Scheme Shares and may also appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to a different Scheme Share or Scheme Shares held by that Scheme Shareholder. A space has been included in this Blue Form of Proxy to allow Scheme Shareholders to specify the number of shares in respect of which that proxy is appointed. Scheme Shareholders who return this Blue Form of Proxy duly executed but leave this space blank shall be deemed to have appointed the proxy in respect of all of their holding of Scheme Shares. Scheme Shareholders who wish to appoint more than one proxy in respect of their holding of Scheme Shares should contact Computershare for further Forms of Proxy (or photocopy this Blue Form of Proxy).
- Scheme Shareholders who hold Scheme Shares in uncertificated form through CREST and wish to appoint a proxy or proxies by using the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual published by Euroclear, as amended from time to time (available at www.euroclear.com/CREST). 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 appropriate action on their behalf.
- In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (the "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear'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 is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Computershare (ID is 3RA50) at least 48 hours before the time fixed for the Scheme Court Meeting (or, in the case of adjournment(s), not later than 48 hours (excluding non-working days) before the time fixed for the adjourned Scheme Court Meeting). 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 Computershare is able to retrieve the message by enquiry to CREST in the manner required by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to Computershare through other means.
- CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear 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 or her 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. For this purpose, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in the Uncertificated Securities Regulations 2001.
- Completion and return of this Blue Form of Proxy, or the appointment of a proxy electronically using CREST (or any other procedure described in this proxy form), will not prevent a Scheme Shareholder from attending, speaking and voting in person at the Scheme Court Meeting, or any adjournment thereof, if such Scheme Shareholder wishes and is entitled to do so.
- Entitlement to attend, speak and vote at the Scheme Court Meeting (or any adjournment thereof) and the number of votes which may be cast will be determined by reference to the register of members of the Company at 6.30 p.m. on the day which is two days prior to the date of the Scheme Court Meeting or, if the Scheme Court Meeting is adjourned, at 6.30 p.m. on the day which is two days before the day of such adjourned meeting (the "Voting Record Time"). Changes to the register of members after the Voting Record Time shall be disregarded in determining the rights of any person to attend, speak and vote at the Scheme Court Meeting or any adjournment thereof (as the case may be).
- In the case of joint holders of Scheme Shares, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s). For this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- As an alternative to appointing a proxy, any Scheme Shareholder who is a corporation may appoint one or more corporate representatives who may exercise on its behalf all of its powers as holder of Scheme Shares provided that they do not do so in relation to the same shares.
- Any alterations to this Form of Proxy must be initialed by the person who signs it.
- You may not use any electronic address provided either in this Form of Proxy, in the Notice of the Scheme Court Meeting or in any related documents to communicate with the Company for any purposes other than those expressly stated.
- The Court has appointed Edward Creasy or, failing him, Gill Rider, or failing her, David Marock, to act as Chair of the Scheme Court Meeting and has directed the Chair to report the result thereof to the Court.
- If you have any questions relating to the Form of Proxy, please call Computershare Investor Services PLC on 0370 889 4020 (from within the UK) or +44 (0) 370 889 4020 (from outside the UK).

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.



All Named Holders

Blank area for listing all named holders.

Poll Card To be completed only at the Scheme Court Meeting.

FOR the Scheme

Signature

AGAINST the Scheme

Signature

CANCELLED

In the case of a Corporation, a letter of representation will be required (in accordance with S323 of the Companies Act 2006) unless this has already been lodged at registration.

Form of Proxy

Note 1: If you do not wish to appoint the Chair of the Scheme Court Meeting as your proxy, add in block capitals the name of your chosen proxy in the empty box below. Please leave the box empty if you wish to appoint the Chair of the Scheme Court Meeting as your proxy.



*Please leave the box empty if you wish to appoint a proxy in respect of all of your Scheme Shares.

Name **Number of shares**

<input type="text"/>	<input type="text"/>
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I/We, the undersigned, being (a) holder(s) of Scheme Shares (as defined in the Scheme Document) of the Company entitled to attend, speak and vote at the Scheme Court Meeting, hereby appoint the Chair of the Scheme Court Meeting or the above named person as my/our proxy to attend, speak and vote for me/us on my/our behalf in respect of the above number of Scheme Shares at the Scheme Court Meeting, and any adjournment thereof, and to vote for me/us and in my/our name for the Scheme or against the Scheme (with or without any changes, as my/our proxy may approve) as indicated below. Unless otherwise instructed, the proxy may vote as he thinks fit in respect of any other business which may properly come before the Scheme Court Meeting.

* For the appointment of more than one proxy, please refer to Explanatory Note 4 (see front).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a black pen.

Please sign **ONE** of the boxes below.

IMPORTANT: If you wish to vote for the Scheme, sign your name in the box marked "FOR the Scheme". If you wish to vote against the Scheme, sign your name in the box marked "AGAINST the Scheme". Only insert your signature once. If you sign both boxes, or if you do not sign in either box, then this Blue Form of Proxy will be invalid. Joint Scheme Shareholders should refer to explanatory note 10 overleaf.

FOR the Scheme

Signature

AGAINST the Scheme

Signature

Date

If signing on behalf of a company, please enter the company name below in block capitals and state your official capacity.

Company Name

Official Capacity

CANCELLED

In the case of a corporation, this Form of Proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary etc.).

