

Company Number: 04298109

PROXY FORM
InterQuest Group Limited
(the "Company")

Before completing this form, please read the explanatory notes attached.

I/We* of being a member/members* of the Company appoint the chairman of the meeting or (**see Note 1.3**)

as my/our* proxy to exercise all or any of my/our* rights to attend, speak and vote on my/our* behalf at the general meeting of the Company to be held on 17 October 2019 at 9:00am and at any adjournment of that meeting (the "**Meeting**").

I/We* direct my/our* proxy to vote on the following resolutions as I/we* have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our* proxy will vote or abstain from voting at his or her discretion. I/We* authorise my/our* proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

RESOLUTIONS	For	Against
Resolution 1: AGM Dispensation and 21 Clear Day' Dispensation		
Resolution 2: Consolidation		
Resolution 3: Sub-Division		
Resolution 4: Articles		
Resolution 5: Share Purchase Agreement		

*(*delete as applicable)*

Signed:

Dated:

Name

Explanatory Notes

1. Appointment of proxies

- 1.1 As a member of the Company, you are entitled to appoint a proxy or proxies to exercise all or any of your rights to attend, speak and vote at the Meeting. You can only appoint a proxy using the attached proxy form and the procedures set out in these notes.
- 1.2 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.
- 1.3 A proxy does not need to be a member of the Company but must attend the Meeting to represent you. To appoint a person other than the chairman of the Meeting as your proxy, insert that person's full name in the box. If you sign and return the proxy form with no name inserted in the box, the chairman of the meeting will be deemed to be your proxy. If you appoint someone other than the chairman as your proxy, 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 at the Meeting, you will need to appoint someone other than the chairman and give your proxy the relevant instructions directly.
- 1.4 You may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by you. You may not appoint more than one proxy to exercise the rights attached to any one share. To appoint more than one proxy please contact the Chief Executive.

2. Signing and returning the proxy form

- 2.1 To appoint a proxy, you must complete and sign the attached proxy form and then:
 - 2.1.1 send it by post or deliver it to the Company marked for the attention of the Chief Executive at Cannon Green, 27 Bush Lane, London, England, EC4R 0AA; or
 - 2.1.2 email a scanned copy of it to Chris.Eldridge@interquestgroup.com (please put "Proxy Form" as the subject of the email).
- 2.2 To be valid the proxy form must be received by the Company no later than 10:00am on 15 October 2019.
- 2.3 In the case of a member which is a company, the 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.
- 2.4 Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

3. Appointment of proxy by joint members

- 3.1 In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

4. Queries and communication

- 4.1 If you have any queries regarding the appointment of a proxy you should contact the Chief Executive on +44(0) 20 7025 0129.
- 4.2 You may not use any electronic address provided either:
 - 4.2.1 in the proxy form or these notes; or
 - 4.2.2 any related documents (including the notice of the Meeting),to communicate with the Company for any purposes other than those expressly stated.