

This document is important and requires your immediate attention. If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000. If you have sold or transferred all of your shares in finnCap Group plc ("the Company"), please forward this document, together with the accompanying documents, as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

## finnCap Group plc

### Form of Proxy

I/We .....  
(block capitals please)

of .....

being a member/members of the Company hereby appoint (see Notes 1, 2 and 3 overleaf)

..... **(IMPORTANT – SEE NOTE 3)**

whom failing the Chairman of the Meeting to be my/our proxy and to attend and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 1 Bartholomew Close, London EC1A 7BL on Monday 21 September 2020 at 1:15pm. and at any adjournment thereof. My/our proxy is to vote as indicated below in respect of the Resolutions set out in the Notice of Meeting (see Note 4 overleaf):

|                             | RESOLUTIONS  | FOR | AGAINST | ABSTAIN |
|-----------------------------|--|-----|---------|---------|
| <b>Ordinary Resolutions</b> |  |     |         |         |
| 1                           | To receive the accounts for the year ended 31 March 2020                             |     |         |         |
| 2                           | To re-elect Jon Moulton as a Director  |     |         |         |
| 3                           | To re-elect Baron Leigh of Hurley as a Director                                      |     |         |         |
| 4                           | To re-elect Samantha Smith as a Director   |     |         |         |
| 5                           | To re-elect Tom Hayward as a Director  |     |         |         |
| 6                           | To re-elect Stuart Andrews as a Director   |     |         |         |
| 7                           | To elect Richard Snow as a Director  |     |         |         |
| 8                           | To re-elect Andy Hogarth as a Director   |     |         |         |
| 9                           | To re-elect Barbara Ann Firth as a Director  |     |         |         |
| 10                          | To re-appoint BDO as auditors of the Company   |     |         |         |
| 11                          | To authorise the Directors to determine the remuneration of the auditors             |     |         |         |
| 12                          | To authorise the Company to make political donations and incur political expenditure |     |         |         |
| 13                          | To authorise the Directors to allot shares   |     |         |         |
| 14                          | To authorise the Directors to offer scrip dividends                                  |     |         |         |
| <b>Special Resolutions</b>  |  |     |         |         |
| 15                          | To disapply pre-emption rights   |     |         |         |
| 16                          | To further disapply pre-emption rights for acquisitions                              |     |         |         |
| 17                          | To authorise the Company to make market purchases of shares                          |     |         |         |

Dated .....

Signed or sealed (see Notes 5, 6 and 7 overleaf) .....

## Notes

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.
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. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name. If you sign and return this proxy form with no proxy name stipulated, 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. **However, as more fully described in the Notice of AGM, under current arrangements, proxies (other than the chairman of the meeting) will not be permitted to attend the meeting in person. As a result, if a member wishes to appoint a proxy, they are strongly advised to appoint the chairman of the meeting as their proxy.**
4. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. 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:
  - (a) completed and signed;
  - (b) sent or delivered to the Company at Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR or by scan and email to [voting@shareregistrars.uk.com](mailto:voting@shareregistrars.uk.com); and
  - (c) received by the Company no later than 1:15 p.m. on 17 September 2020.
6. 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.
7. 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.
8. 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).
9. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
10. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.
11. You may not use any electronic address to communicate with the Company for any purposes.
12. The Company specifies that only those Shareholders entered on the Register of Members of the Company as at 1:15 p.m. on 17 September 2020, or in the event that the Annual General Meeting is adjourned, on the Register of Members 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting, shall be entitled to attend or vote at the Annual General Meeting in respect of the number of Shares registered in their name at that time. Changes to the entries on the Register of Members after 1:15 p.m. on 17 September 2020 or, in the event that the Annual General Meeting is adjourned, in the Register of Members 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting.
13. Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.