ATTENDANCE CARD
BTG plc - GENERAL MEETING

The General Meeting of BTG plc is to be held in the Marlborough Theatre, at No. 11 Cavendish Square, London, W1G 0AN on 28 February 2019 at 12.45 p.m. (or as soon thereafter as the preceding court meeting).

To be effective, all proxy appointments must be lodged with signed and returned to the Company’s registrar, Link Asset Services, at The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU so that it is received no later than 12.45 p.m. on 26 February 2019.

PLEASE DETACH THIS PORTION BEFORE POSTING THIS FORM OF PROXY AND BRING IT WITH YOU TO THE GENERAL MEETING

Barcode:
Signature of person attending

FORM OF PROXY
BTG plc - GENERAL MEETING

General Meeting of BTG plc to be held on 28 February 2019 at 12.45 p.m. (or as soon thereafter as the preceding court meeting).

Please read the notes overleaf before completing this form of proxy.

I/we being a member of BTG plc (the Company) hereby appoint the Chairman of the General Meeting; or

NB: Leave ‘Name of proxy’ box blank to appoint the Chairman as your proxy. Leave ‘Number of shares proxy appointed over’ box blank to vote all of your shares.

Name of proxy                  Number of shares proxy appointed over

Please indicate here with an ‘X’ if this form of proxy is one of multiple instructions being given (see note 4 overleaf).

Please indicate with an ‘X’ how you wish your votes to be cast in respect of the following resolution:

Special Resolution
1. (a) To give effect to the scheme, as set out in the scheme circular, including the amendments to the Articles of Association.

To assist with arrangements, please indicate here with an ‘X’ if you intend to attend the General Meeting in person.

Please detach, complete and return this form so that it is received by 12.45 p.m. on 26 February 2019 (see notes 9 and 10 overleaf).

Signature  Date
NOTES
These notes should be read in conjunction with the form of proxy and the notice of General Meeting. The notice of General Meeting contains the full text of the Special Resolution to be proposed at the General Meeting. The notice of General Meeting is available on the Company’s website at www.btgplc.com.

1. Full details of the Special Resolution to be proposed at the General Meeting, with explanatory notes, are set out in the shareholder circular, made available to members of the Company on or around 24 January 2019.

2. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the register of members of the Company at 6.30 p.m. on 26 February 2019 (or, if the meeting is adjourned, at 6.30 p.m. on the day that is two business days before the adjourned meeting). Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

3. Every member of the Company has the right to appoint some other person(s) who need not be a member of the Company as his or her proxy to exercise any or all of his or her right, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a proxy other than the Chairman of the General Meeting, please insert their name in the space provided (see reverse) and delete the ‘Chairman of the General Meeting; or’. 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.

4. A BTG Shareholder may appoint one or more proxies, provided that each proxy is appointed to exercise rights attached to a different share or shares. To appoint more than one proxy, you should either photocopy this form of proxy or request an additional form and indicate next to each proxy’s name the number of shares in relation to which you authorise them to act as your proxy. If you have multiple proxies, please also mark the box where indicated (see reverse). To obtain an additional form(s) of proxy, please contact the Company’s shareholder helpline on +44 (0)3716640321.

5. Please indicate with an ‘X’ to show how you wish your vote to be cast. The ‘Vote withheld’ option is provided to enable you to instruct your proxy not to vote on any particular resolution. However, it should be noted that a ‘Vote withheld’ in this way is not a vote in law and will not be counted in the calculation of the proportion of votes For or Against a resolution. If you mark an ‘X’ in more than one box for each resolution, this form of proxy will be invalid.

6. If the member is a corporation, this form may be executed under the corporation’s common seal or under the hand of its officer or attorney, duly authorised in writing.

7. If someone else signs on your behalf, their authority (or a certified copy of such authority) to do so must be returned with this form.

8. In the case of joint holders, the signature of any one holder will be sufficient. If more than one holder signs, only the vote of the first named on the Company’s share register will be accepted.

9. To be valid, this form must be completed, signed and returned to the Company’s registrar at The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU so that it is received no later than 12.45 p.m. on 26 February 2019 (or, if the meeting is adjourned, 48 hours (excluding any part of a day that is not a business day) prior to the date set for the adjourned meeting). You may use the pre-paid envelope which has been provided. Please note that no other address details should be included on the envelope. Any alterations made to this form of proxy must be initialled.

10. If you wish to register your proxy appointment electronically, please visit www.signalshares.com where full instructions on how to do so are given. If you return paper and electronic directions, those received last by the Company’s registrar before the latest time for the receipt of proxies or voting instructions will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are available to all shareholders and those who use them will not be advantaged or disadvantaged.

11. If this form is returned without any indication as to how the person(s) appointed shall vote on the Special Resolution, the proxy will abstain from voting on the Special Resolution. For any other business arising at the General Meeting (including amendments to the Scheme and any procedural matters, including any resolution to adjourn), the appointed proxy will vote at his sole discretion.

12. Completing and returning this form of proxy will not prevent you from attending, speaking or voting in person at the General Meeting or any adjournment thereof. If a BTG Shareholder appoints a proxy or proxies and then decides to attend the General Meeting in person and vote on a poll using his poll card, then the vote in person will override the proxy vote(s). If the vote in person is in respect of the BTG Shareholder’s entire holding then all proxy votes will be disregarded. However, if the BTG Shareholder votes at the meeting in respect of less than the BTG Shareholder’s entire holding, and the BTG Shareholder indicates on his polling card that all proxies are to be disregarded, that shall be the case, but if the BTG Shareholder does not specifically revoke proxies then the vote in person will be treated in the same way as if it were the last received proxy and earlier proxies will be disregarded, to the extent that to count them would result in the number of votes being cast exceeding the BTG Shareholder’s entire holding.

13. A proxy need not be a member of the Company.

14. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member, provided that they do not do so in relation to the same shares.

15. To appoint one or more proxies or have an instruction to a proxy (or either previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer’s agent (under CREST participant ID RAVO) not later than 48 hours (excluding any part of a day that is not a business day) before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer’s agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

16. The above is how your address appears on the register of members of the Company. If this information is incorrect please ring the Company shareholder helpline on +44 (0)3716640321 to request a change of address form or go to www.signalshares.com.

17. If you have any questions relating to this form of proxy, please contact the Company’s registrar’s helpline on +44 (0)3716640321 to request a change of address form or go to www.signalshares.com.

* Calls to this number will be charged at the standard geographic rate and will vary by provider. Lines are open Monday to Friday (excluding public holidays), from 9.00a.m. to 5.30p.m., UK time.

Toppan Merrill, London
18-40476-7