

Notice of Availability

The Scheme Document is now available to be viewed and downloaded on the Company's website:

<https://nucleusfinancial.com/investors>.

If you wish to receive electronic communications and manage your shareholding online please visit the website of our Registrars, Equiniti at www.shareview.co.uk and click to register at the top of the page.

Printed copies of any shareholder communications may be requested from our Registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA or by calling Equiniti on telephone number 0371 384 2050 (from within the UK) or +44 371 384 2050 (from outside the UK) between 8.30 a.m. and 5.30 p.m., Monday to Friday (excluding public holidays).

Shareholder Reference Number (SRN)

PIN: first two and last two digits of SRN

Meeting ID: 110-967-131

In the High Court of Justice
No. CR-2021-000195
Business and Property Courts of England and Wales
Companies Court (ChD)
In the matter of Nucleus Financial Group plc
and in the matter of the Companies Act 2006

Court Meeting of Nucleus Financial Group plc ("Nucleus" or the "Company") to be held at 10.00 a.m. on 30 March 2021.

Please read the Notes on the reverse before completing this Form of Proxy in black ink.

In light of the ongoing COVID-19 pandemic, it has been necessary to make some important changes to the way in which the Court Meeting will be conducted. To ensure the safety of all stakeholders, the Nucleus Directors must insist that Nucleus Shareholders do not attend the Court Meeting in person. Any holders of Nucleus Shares, proxies (other than the Chair of the Court Meeting) or corporate representatives who do seek to attend will not be granted access to be meeting in person. Nucleus Shareholders' right to attend the Court Meeting shall be limited to participation through the Virtual Meeting Platform described further in Note 3.



Nucleus Financial Group plc Court Meeting Form of Proxy



Voting ID

Task ID

Shareholder Reference Number (SRN)

I/We hereby appoint the Chair of the Court Meeting; or

NB: Leave 'name of proxy' box blank to appoint the Chair 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

to be my/our proxy to exercise all or any of my/our rights to speak and vote on my/our behalf at the Court Meeting of Nucleus Financial Group plc, to be held at 10.00 a.m. on 30 March 2021 and at any adjournment thereof. I/We appoint my/our proxy to vote in the manner indicated below (see Notes 6 and 7).

Please indicate here with an 'X' in black ink if this Form of Proxy is one of multiple instructions being given (see Note 7).

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. THIS FORM MUST BE SIGNED IN ORDER TO BE VALID. HOWEVER, IF YOU SIGN MORE THAN ONE BOX THIS FORM OF PROXY WILL BE INVALID (see Note 6).

FOR the said Scheme

AGAINST the said Scheme

Date

Please post this Form of Proxy (no envelope or stamp required if posting from the UK) to Equiniti so as to be received by Equiniti no later than 10.00 a.m. on 28 March 2021 (see Note 11). Alternatively, you can submit your proxy electronically using the numbers above (see Note 11) or through CREST using the CREST electronic proxy appointment service (see Note 12).



Notes to Form of Proxy

- All capitalised but undefined terms in the Form of Proxy and these Notes shall have the same meaning as set out in the Scheme Document made available to Nucleus Shareholders on 5 March 2021.
- Full details of the resolution to be proposed at the Court Meeting are set out in the Notice of Court Meeting. Before completing the Form of Proxy, please also read the section entitled "Action to be Taken" in the Scheme Document. You can access the Scheme Document and Notice of Court Meeting at www.nucleusfinancial.com/investors by following the link titled 'Offer for the company' from the home page.
- You can access the Court Meeting remotely via the Virtual Meeting Platform by accessing <https://web.lumiagn.com> from your web browser. You will be asked to enter the Lumi Meeting ID which is **110-967-131**. You will then be prompted to enter your unique Shareholder Reference Number ("SRN") and PIN. These can be found printed above on the first page of this Form of Proxy. Access to the Court Meeting via the website will be available from 9.00 a.m. on 30 March 2021. Please note however that your ability to vote will not be enabled until the Chairman formally opens the Court Meeting at 10.00 a.m.. If you are unable to access your SRN and PIN (which is the first two and last two digits of your SRN), please call Equiniti between 8.30 a.m. and 5.30 p.m. Monday to Friday (except UK public holidays) via their helpline on 0371 384 2050 from the UK and +44 371 384 2050 from overseas. Calls from outside the UK will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones. Please note that calls may be monitored or recorded and Equiniti cannot provide advice on the merits of the Scheme or give any financial, legal or tax advice.
- Only holders of Nucleus Shares, or their duly appointed representatives, are entitled to attend (virtually, via the Virtual Meeting Platform) and vote at the Court Meeting. A member so entitled may appoint one or more proxies, who need not be members. Due to measures implemented by the UK Government to combat the COVID-19 pandemic, holders of Nucleus Shares and/or proxies (other than the Chair of the Court Meeting) will not be able to attend the Court Meeting in person.
- The completion and return of this form (or transmission of a proxy appointment or voting instruction electronically, by email, through CREST or by any other procedure described in the Scheme Document) will not prevent you from remotely attending, submitting written questions and/or any objections and voting at the Court Meeting, in each case via the Virtual Meeting Platform, if you are entitled to and wish to do so.
- Please sign in one of the boxes to show how you wish your vote to be cast. The form must be signed in order to be valid. However, if you sign more than one box, the Form of Proxy will be invalid. Unless otherwise instructed, the person appointed as proxy will exercise his/her discretion as to any other business (including amendments to the Scheme and any procedural business, including any resolution to adjourn) which may come before the Court Meeting.
- If you wish to appoint a proxy other than the Chair of the Court Meeting, please insert their name in the space provided and delete 'the Chair of the Court Meeting'. To appoint more than one proxy, you should either photocopy the Form of Proxy or request additional Form(s) of Proxy 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 appointed multiple proxies please also mark the box where indicated. To obtain additional Forms of Proxy, please contact Equiniti as described in Note 20.
- If the Form of Proxy is signed by someone else on your behalf, their authority to sign must be returned with the Form of Proxy. In the case of a joint holding, only the senior 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.
- Any alterations to the Form of Proxy should be initialled.
- In the case of joint holders, only the vote of the senior holder, whether in person or by proxy, will be accepted. For this purpose seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.
- The Form of Proxy may be posted to Equiniti at Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA. To be valid, the Form of Proxy should be received by Equiniti no later than 10.00 a.m. on 28 March 2021. A stamp is not required if posted in the UK. Alternatively, electronic proxy appointment ("EPA") is available for the Court Meeting whereby you can lodge your votes electronically. If you have not registered with the Equiniti online portfolio service, Shareview, and would prefer to use the EPA system, please visit www.sharevote.co.uk where details of the procedure are shown. The Voting ID, Task ID and Shareholder Reference Number shown on the Form of Proxy will be required to complete the procedure. If you have already registered with Shareview, you may complete the EPA via your portfolio at www.shareview.co.uk. EPA will not be valid if received after 10.00 a.m. on 28 March 2021 and will not be accepted if found to contain a computer virus.
- The CREST electronic proxy appointment service is available for the Court Meeting. To use this service, CREST members should transmit a CREST proxy instruction using the procedures described in the CREST Manual, so as to reach Nucleus's Registrars, Equiniti (CREST participant ID RA 19), by no later than 10.00 a.m. on 28 March 2021. 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 Equiniti is able to retrieve the message. After this time, any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. A proxy appointment sent by CREST may be treated as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001. The CREST Manual can be viewed at www.euroclear.com.
- You can change your proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time has passed will be disregarded. Where two or more Forms of Proxy are delivered for use in respect of the same shares, the one which has been delivered last (regardless of when it was signed or by what means it was delivered) shall be treated as replacing and revoking the others which have been delivered. If it cannot be determined which Form of Proxy was delivered last, none of the forms shall be treated as valid.
- An electronic proxy appointment may be revoked completely by sending an authenticated CREST message or by accessing your account at www.shareview.co.uk and instructing the removal of your proxy vote. In the case of written proxy instructions submitted on a Proxy Form, you will need to inform the Company by sending a signed written statement, clearly stating your intention to revoke your proxy appointment to Equiniti at Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA or by lodging proxy votes electronically through CREST or at www.sharevote.co.uk. Any revocation notice must be received by Equiniti no later than 10.00 a.m. on 28 March 2021.
- The right to appoint a proxy does not extend to a 'Nominated Person', that is, someone to whom the Notice of Court Meeting is sent because they have been nominated to enjoy information rights, under section 146 of the Companies Act 2006.
- 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 the day which is two days before the date of the Court 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.
- You may not use any electronic address provided either on the Form of Proxy, in these Notes, in the Notice of Court Meeting or in any related documents to communicate with the Company for any purposes other than those expressly stated.
- The results of the voting at the Court Meeting will be announced through a Regulatory Information Service as soon as practicable and will appear on the Company's website, www.nucleusfinancial.com/investors.
- The Company reserves the absolute right to refuse entry to the Court Meeting to any persons who attempt to attend in person.
- If you have any questions relating to the Form of Proxy, please telephone 0371 384 2050 from within the UK or on +44 371 384 2050 if calling from outside the UK between 8.30 a.m. and 5.30 p.m. Monday to Friday (except public holidays in England and Wales). Please note that the Shareholder Helpline cannot provide advice on the merits of the Acquisition or the Scheme nor give any financial, legal or tax advice.



Business Reply Plus
Licence Number
RTAR-LKAB-LZGE



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