

COMPANY NUMBER: 05255086

SUTHERLAND HEALTH GROUP PLC

(the Company)

Form of proxy for general meeting

BEFORE COMPLETING THIS FORM PLEASE READ THE EXPLANATORY NOTES

I/We,

NAME OF SHAREHOLDER(S)
	<i>In the case of joint shareholders, the names of all joint holders should be shown</i>

being a member/members of the Company, appoint

NAME OF PROXY	The Chairman* / OR* <i>(complete in block capitals) (*DELETE AS APPROPRIATE</i>
TICK THIS BOX IF THIS PROXY APPOINTMENT IS ONE OF MULTIPLE APPOINTMENTS	<input type="checkbox"/> <i>For the appointment of more than one proxy, please refer to note 3 below.</i>
NUMBER OF SHARES TO WHICH THIS PROXY RELATES <i>Note: Leave blank if you are only appointing one proxy in respect of all your shares</i>

or, if no one is named in the box as proxy, the chairman of the meeting as my/our proxy to exercise all or any of my/our rights to attend and speak for me/us and on my/our behalf at the general meeting of the Company to be held at 10am on Thursday 28 July 2016 (and at any adjournment of the meeting) and to vote and/or abstain on the specified resolutions as indicated below, and as he or she thinks fit on any other business (including any amendments to resolutions) properly dealt with at the meeting (or adjourned meeting).

IF YOU WISH TO APPOINT MORE THAN ONE PROXY, PLEASE REFER TO EXPLANATORY NOTE 3.

RESOLUTIONS

Please mark 'X' to indicate how you wish to vote	FOR	AGAINST
1. THAT the Company be re-registered as a private limited company (the Re-Registration).		
2 THAT, subject to the passing of Resolution 1 above, and conditional upon the Re-Registration becoming effective, the draft new articles of association of the Company in the form produced to the General Meeting and signed by the Chairman for the purpose of identification be adopted as the articles of association of the Company in substitution for the existing articles of association.		

Please indicate with an 'X' in the appropriate box opposite the resolutions how you wish your vote to be cast. If you do not select either of the options for a resolution your proxy will vote (or abstain) as he or she thinks fit on the resolution.

SIGNATURE(S):	<p>.....</p> <p>.....</p>
DATE:	2016

EXPLANATORY NOTES

- 1 You are entitled to appoint another person as your proxy to exercise all or any of your rights to attend and to speak and vote at the meeting. You may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. Please refer to explanatory note 3 for further information about appointing multiple proxies.
- 2 A proxy need not be a shareholder but must attend the meeting to represent you. If you wish to appoint the chairman of the company to act as your proxy, you do not need to insert a name of a proxy in the space provided. If you wish to appoint someone other than the chairman of the meeting to act as your proxy, insert the name of the person you wish to appoint in block capitals in the space provided. Where you appoint someone other than the chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions.
- 3 You may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. To appoint more than one proxy a separate proxy form should be completed for each proxy and each appointment should clearly identify the shares to which that particular proxy relates. Please contact the Company Secretary at Unit 1 Rivermead, Pipers Way, Thatcham, Berkshire, RG19 4EP or on stephen@heslops-thatcham.co.uk to obtain additional proxy forms.

Please indicate by ticking the box provided if the proxy is being appointed in relation to less than your full voting entitlement and enter the number of shares in relation to which they are authorised to act as your proxy in the box indicated. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement.
- 4 To be effective, this proxy form, fully completed, together with the power of attorney or any other authority under which it is executed (or a notarially certified copy), must be lodged with the Company at Unit 1 Rivermead, Pipers Way, Thatcham, Berkshire, RG19 4EP not later than 10am BST on 26 July 2016.
- 5 If the shareholder is a corporation, this proxy form should be executed under its common seal, or signed on its behalf by a duly authorised officer or attorney, accompanied by written evidence of the authority of the person who executed the proxy form.
- 6 In the case of joint holders the signature on this proxy form of any one holder will suffice but 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, with the first named being the most senior.
- 7 The completion and return of this proxy form will not prevent a shareholder from attending the meeting and voting in person (or, in the case of a corporate shareholder, by its corporate representative attending and voting in person).
- 8 You may use stephen@heslops-thatcham.co.uk for the receipt of any documents or information relating to proxies for the meeting (such as the appointment or notice of termination of the authority of any proxy or any document necessary to show the validity of, or otherwise relating to the appointment of a proxy). You may not use this address to communicate with the Company for any purposes other than those expressly stated. The Company is not to be deemed to have agreed to accept any document or information by electronic means for any purposes other than those provided.
- 9 A member is entitled to terminate the appointment of its proxy by notifying the proxy and the Company of the termination or by appointing a new proxy in place of the original proxy. To be effective, the notice of termination or the proxy form appointing a new proxy in place of the original proxy must be received by the Company at Unit 1 Rivermead, Pipers Way, Thatcham, Berkshire, RG19 4EP not later than 10am BST on 26 July 2016. Proxy forms received after the relevant cut-off time will be disregarded. Please contact the Company Secretary at stephen@heslops-thatcham.co.uk to obtain additional proxy forms.
- 10 If more than one proxy appointment is returned in respect of the same shares, the appointment last received before the latest time for the receipt of proxies (as set out in note 4) will take precedence.