

ATTENDANCE CARD

GCP STUDENT LIVING PLC – COURT MEETING

You may submit your proxy electronically using the Share Portal service at www.signalshares.com. If not already registered for the Share Portal, you will need your Investor Code.

In light of the ongoing COVID-19 pandemic, whilst GCP Student Living plc (the “Company”) anticipates that attendance in person will be legally permissible, **Scheme Voting Shareholders (as defined in the Scheme Document) are encouraged not to attend the Court Meeting in person, and are instead encouraged to attend the Court Meeting remotely via a virtual meeting platform provided by Lumi AGM UK Limited (the “Virtual Meeting Platform”) and to transmit a proxy appointment and voting instruction in advance of the Court Meeting.**

Please refer to the Virtual Meeting Guide that accompanies this Attendance Card and Form of Proxy for information on how to attend and participate in the Court Meeting via the Virtual Meeting Platform.

Any changes to the arrangements for the Court Meeting will be communicated to Scheme Voting Shareholders in advance of the Court Meeting, via the Company’s website (www.graviscapital.com/funds/gcp-student/potential-offer) and, where appropriate, by an announcement through a Regulatory Information Service.

To be held at 10.00 a.m. (London time) on 6 September 2021 at the offices of Gowling WLG (UK) LLP, 4 More London Riverside, London, SE1 2AU

If you wish to attend the Court Meeting in your capacity as a holder of Scheme Voting Shares (as defined in the Scheme Document), please sign this card and on arrival hand it to the Company’s registrar, Link Group. This will facilitate entry to the Court Meeting.

Signature of person attending

Bar Code:

FORM OF PROXY – GCP STUDENT LIVING PLC – COURT MEETING

Before completing this Form of Proxy, please read carefully the Notice of Court Meeting set out in the scheme document of GCP Student Living plc (the “Company”) dated 11 August 2021 (the “Scheme Document”) which has been sent to shareholders and the Notes set out overleaf. By an order dated 9 August 2021 made in the matter of the Company and in the matter of the Companies Act 2006, the Court has given permission for a meeting of the Scheme Voting Shareholders to be convened for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement proposed to be made pursuant to Part 26 of the Companies Act 2006 (the “Scheme”) between the Company and the Scheme Shareholders (as defined in the Scheme Document) and that such court meeting shall be held at the offices of Gowling WLG (UK) LLP, 4 More London Riverside, London, SE1 2AU on 6 September 2021 at 10.00 a.m. (the “Court Meeting”). **Please read the Notes on the reverse before completing this Form of Proxy. Please use a black pen.**

Bar Code:

I/We, being (a) registered shareholder(s) of the Company, hereby appoint the Chair of the meeting or (see Note 3 overleaf).

Name of proxy

Number of shares proxy appointed over

Event Code:

as my/our proxy to attend, submit questions and/or any objections and vote on my/our behalf at the Court Meeting and at any adjourned meeting for the purposes of considering, and if thought fit, approving (with or without modification) the Scheme and at such meeting, or any adjournment thereof, to vote for me/us and in my/our name(s) FOR the Scheme (either with or without modification, as my/our proxy may approve) or AGAINST the Scheme as indicated below.

Please mark ‘X’ in the box opposite if this appointment is one of multiple appointments being made (see Note 3 overleaf):

IMPORTANT: If you wish to vote FOR the Scheme, sign your name in the box marked “FOR the Scheme”. If you wish to vote AGAINST the Scheme, sign your name in the box marked “AGAINST the Scheme”. Only insert your signature once. If you sign both boxes, or if you do not sign in either box, then this Form of Proxy will be invalid. Joint Scheme Voting Shareholders should refer to Note 15 overleaf.

FOR the Scheme

AGAINST the Scheme

Signature

Signature

Date

Please detach this portion of the Form of Proxy before posting. Please note this Form of Proxy must be signed and dated before being posted. **Please complete, sign and return this Form of Proxy whether or not you plan to attend the Court Meeting, whether in person or remotely via the Virtual Meeting Platform.** Doing so will not prevent you from attending, voting or submitting any questions and/or objections at the Court Meeting (either in person or remotely via the Virtual Meeting Platform), but will ensure that your vote is counted if you are unable to attend.

Notes

1. Full details of the resolution to be proposed at the Court Meeting are set out in the Notice of Court Meeting which is set out in Part XI of the Scheme Document. Before completing this Form of Proxy please also read the section entitled 'ACTION TO BE TAKEN' in the Scheme Document. Terms defined in the Scheme Document shall apply in this Form of Proxy unless the context otherwise requires.
2. **In light of the ongoing COVID-19 pandemic, while the Company currently anticipates that attendance in person at the Court Meeting will be legally permissible, Scheme Voting Shareholders and other attendees are encouraged not to attend the Court Meeting in person, and are instead encouraged to attend the Court Meeting remotely via the Virtual Meeting Platform and to transmit a proxy appointment and voting instruction in advance of the Court Meeting. For information on how to attend and participate in the Court Meeting via the Virtual Meeting Platform, please see pages 2 to 3 of the Scheme Document and the separate Virtual Meeting Guide that accompanies this Form of Proxy. Scheme Voting Shareholders are strongly encouraged to submit proxy appointments and instructions for the Court Meeting as soon as possible using any of the methods (by post, online, electronically through CREST or by email) set out below. Scheme Voting Shareholders are also strongly encouraged to appoint "the Chair of the meeting" as their proxy. Any changes to the arrangements for the Court Meeting will be communicated to Scheme Voting Shareholders in advance of the Court Meeting, via the Company's website (www.graviscapital.com/funds/gcp-student/potential-offer) and, where appropriate, by an announcement through a Regulatory Information Service.**
3. Only Scheme Voting Shareholders, or their duly appointed representatives, are entitled to attend, submit questions and/or any objections and vote at the Court Meeting (in each case, in person or remotely via the Virtual Meeting Platform). To appoint as a proxy a person other than the Chair of the meeting, insert their full name in the space provided. A proxy need not be a Scheme Voting Shareholder. You can also appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by you. The following options are available:
 - (a) To appoint the Chair of the meeting as your sole proxy in respect of all your Scheme Voting Shares, simply fill in any voting instructions in the appropriate box and sign and date the Form of Proxy.
 - (b) To appoint a person other than the Chair of the meeting as your sole proxy in respect of all of your Scheme Voting Shares, delete the words 'the Chair of the meeting or' and insert the name of your proxy in the space provided, then fill in any voting instructions in the appropriate box and sign and date the Form of Proxy.
 - (c) To appoint more than one proxy, you may photocopy this form or contact the Company's registrar, Link Group (the "Registrar"), for further blue Forms of Proxy via the shareholder helpline detailed at Note 8. Please indicate the proxy holder's name and the number of Scheme Voting Shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of Scheme Voting Shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given by marking an 'X' in the box provided. If you wish to appoint the Chair of the meeting as one of your multiple proxies, simply write 'the Chair of the meeting'. All forms must be signed and should be returned together in the same envelope. Please ensure that all of the multiple Forms of Proxy in respect of one registered holding of Scheme Voting Shares are sent to the Registrar, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL so as to be received as soon as possible and in any event by no later than the times indicated in Note 7 for receipt of Forms of Proxy.
 - (d) If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box entitled 'Number of shares proxy appointed over' the number of Scheme Voting Shares in relation to which they are authorised to act as your proxy. If this box is left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or, if this Form of Proxy has been issued in respect of a designated account for a Scheme Voting Shareholder, the full voting entitlement for that designated account).
4. This Form of Proxy gives your proxy/ies full rights to attend, submit questions and/or any objections and vote (in each case, in person or remotely via the Virtual Meeting Platform). If you wish to restrict the rights of your proxy/ies, please cross out the words 'submit questions and/or any objections' and/or 'vote' as you feel appropriate.
5. Proxies may be lodged electronically using the Signal Shares share portal service at www.signalshares.com where full instructions are given. Your Investor Code, which can be obtained by signing in to www.signalshares.com, will be required.
6. Scheme Voting Shareholders whose Scheme Voting Shares are held in uncertificated form (i.e. in CREST) may appoint a proxy or proxies using the CREST electronic appointment service in accordance with the procedures set out in the CREST Manual. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by Link Group (ID: RA10) by no later than the times indicated in Note 7. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST Applications Host) from which Link Group 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.
7. To be valid, the Form of Proxy, and any other power of attorney or other authority under which it is executed (or duly certified copy of any such power or authority), must either be (a) sent by post to the Registrar, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL; (b) lodged electronically using the Signal Shares share portal service at www.signalshares.com; or (for uncertificated holders only) (c) lodged using the CREST electronic proxy appointment service in accordance with the procedures set out in the CREST Manual, in each case, so as to arrive as soon as possible and in any event no later than 10.00 a.m. (London time) on 2 September 2021 or, if the Court Meeting is adjourned, 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time fixed for the adjourned Court Meeting. If the Form of Proxy is not returned by the specified time, it may be emailed to post_proxy_deadline_court_votes@linkgroup.co.uk at any time prior to the start of the Court Meeting or handed to the Chair of the Court Meeting (or the Registrar on the Chair's behalf) at the start of the Court Meeting. A stamp is not required if posted in the UK. A proxy appointment made electronically will not be valid if sent to any address other than that provided. Please note that any electronic communication found to contain a computer virus will not be accepted.
8. **If you have any questions about the Scheme Document or the Court Meeting, or are in any doubt as to how to complete this Form of Proxy or to submit your proxies electronically you can call the Registrar on the shareholder helpline: +44 (0) 371 664 0321.** Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open 9.00 a.m. – 5.30 p.m. (London time), Monday to Friday (except UK public holidays). The helpline cannot provide advice on the merits of the Acquisition or the Scheme nor give any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.
9. This Form of Proxy (i) in the case of an individual, must either be signed by the appointor or his or her attorney; and (ii) in the case of a corporation, must be either given under its common seal or be signed on its behalf by an attorney or a duly authorised officer of the corporation. Any signature on or authentication of such appointment need not be witnessed. Where an appointment of a proxy is signed on behalf of the appointor by an attorney, the power of attorney or a copy thereof certified notarially or in some other way approved by the GCP Directors must (failing previous registration with the Company) be submitted to the Company, failing which the appointment may be treated as invalid.
10. This Form of Proxy is for use in respect of the Scheme Voting Shareholder account specified above only and should not be amended or submitted in respect of a different account.
11. Completion and return of this Form of Proxy, or the appointment of a proxy electronically or through CREST, will not preclude you from attending and voting at the Court Meeting in person or remotely via the Virtual Meeting Platform should you subsequently decide to do so.
12. Entitlement to attend and vote at the Court Meeting (in person, remotely via the Virtual Meeting Platform, or by proxy) and the number of votes which may be cast thereat will be determined by reference to those Scheme Voting Shareholders registered in the register of members of the Company (the "Register") at 6.30 p.m. on 2 September 2021 or, if the Court Meeting is adjourned, 6.30 p.m. on the date which is two Business Days before the date set for such adjourned Court Meeting. Changes to entries on the Register after that time shall be disregarded in determining the rights of any person to attend and vote at the Court Meeting.
13. Please indicate how you wish to vote with a signature in either the box marked "FOR the Scheme" or the box marked "AGAINST the Scheme". If you sign both boxes, or if you do not sign in either box, then this Form of Proxy will be invalid.
14. Unless otherwise instructed, the person appointed as your proxy will exercise his or her discretion as to how he or she votes as to any business other than the resolution to approve the Scheme (including amendments to the resolution and any procedural business, including any resolution to adjourn) which may come before the Court Meeting.
15. In the case of joint Scheme Voting Shareholders, any one Scheme Voting Shareholder may vote. If more than one Scheme Voting Shareholder is present at the Court Meeting, or purports to appoint a proxy, only the vote of, or appointment made by, the senior Scheme Voting Shareholder will be accepted, seniority being determined by the order in which their names appear in the Register in respect of the joint holding.
16. A Scheme Voting Shareholder which is a corporation may authorise a person or persons to act as its representative(s) at the Court Meeting. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual Scheme Voting Shareholder of the Company, provided that it does not do so in relation to the same Scheme Voting Shares.
17. Neither the death nor the incapacity of a Scheme Voting Shareholder who has appointed a proxy, nor the revocation or termination by a Scheme Voting Shareholder of the appointment of a proxy (or of the authority under which the appointment was made), shall invalidate the proxy or the exercise of any of the rights of the proxy thereunder, unless notice of such death, insanity, revocation or termination shall have been either (i) received by the Company at the address specified for receipt of Forms of Proxy not less than 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the commencement of the Court Meeting (or adjournment thereof) or (ii) if not received by the Company at the address specified for receipt of Forms of Proxy by the specified time as outlined at (i), emailed to post_proxy_deadline_court_votes@linkgroup.co.uk at any time up to the start of the Court Meeting or handed to the Chair of the Court Meeting (or the Registrar on the Chair's behalf) at the start of the Court Meeting.
18. You may not use any electronic address provided either in this Form of Proxy, in the Notice of Court Meeting or in any related documents to communicate with the Company for any purposes other than those expressly stated.
19. Overleaf is how your address appears on the Register. If this information is incorrect, please contact the Registrar to request a change of address form on the shareholder helpline detailed at Note 8.
20. Any alterations made in this Form of Proxy should be initialled by the person who signs it.
21. The Court has appointed David Ian Hunter, or failing him, Russell Earl Chambers, or failing him, Marlene Wood, or failing her any other GCP Director, to act as Chair of the Court Meeting and has directed the Chair of the Court Meeting to report the result thereof to the Court.

PLEASE USE REPLY-PAID ENVELOPE PROVIDED

ATTENDANCE CARD

GCP STUDENT LIVING PLC – GENERAL MEETING

You may submit your proxy electronically using the Share Portal service at www.signalshares.com. If not already registered for the Share Portal, you will need your Investor Code.

In light of the ongoing COVID-19 pandemic, whilst GCP Student Living plc (the "Company") anticipates that attendance in person will be legally permissible, **GCP Shareholders are encouraged not to attend the General Meeting in person, and are instead encouraged to attend the General Meeting remotely via a virtual meeting platform provided by Lumi AGM UK Limited (the "Virtual Meeting Platform") and to transmit a proxy appointment and voting instruction in advance of the General Meeting.**

Please refer to the Virtual Meeting Guide that accompanies this Attendance Card and Form of Proxy for information on how to attend and participate in the General Meeting via the Virtual Meeting Platform.

Any changes to the arrangements for the General Meeting will be communicated to GCP Shareholders in advance of the General Meeting, via the Company's website (www.graviscapital.com/funds/gcp-student/potential-offer) and, where appropriate, by an announcement through a Regulatory Information Service.

To be held at 10.15 a.m. (London time) (or as soon as reasonably practicable thereafter as the Court Meeting shall have been concluded or adjourned) on 6 September 2021 at the offices of Gowling WLG (UK) LLP, 4 More London Riverside, London, SE1 2AU

If you wish to attend the General Meeting in your capacity as a holder of GCP Shares, please sign this card and on arrival hand it to the Company's registrar, Link Group. This will facilitate entry to the General Meeting.

Signature of person attending

Bar Code:

FORM OF PROXY – GCP STUDENT LIVING PLC – GENERAL MEETING

Bar Code:

General Meeting of GCP Student Living plc (the "Company") to be held at the offices of Gowling WLG (UK) LLP, 4 More London Riverside, London, SE1 2AU on 6 September 2021 at 10.15 a.m. (London time) (or as soon as reasonably practicable thereafter as the Court Meeting shall have been concluded or adjourned) (the "General Meeting"). Please read the notice of the General Meeting in the scheme document of the Company dated 11 August 2021 (the "Scheme Document") and the Notes overleaf before completing this form. **Please use a black pen.**

I/We, being (a) registered shareholder(s) of the Company, hereby appoint the Chair of the meeting or (see Note 4 overleaf). Event Code:

Name of proxy

Number of shares proxy appointed over

as my/our proxy to attend, submit questions and vote on my/our behalf at the General Meeting and at any adjournment thereof. I/We have indicated with an 'X' how I/we wish my/our votes to be cast in respect of the resolution indicated below.

Please mark 'X' in the box opposite if this appointment is one of multiple appointments being made (see Note 4 overleaf):

Please mark 'X' in the relevant box alongside the Special Resolution to indicate how you wish to vote (see Note 13 overleaf).

SPECIAL RESOLUTION

For the purposes of the Scheme: (a) to authorise the GCP Directors to take all such action as they may consider necessary or appropriate for implementing the Scheme; and (b) amending the articles of association of the Company.

For	Against	Vote Withheld
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

To assist with arrangements, if you plan on attending the General Meeting in person or remotely via the Virtual Meeting Platform, please place an 'X' in the box opposite:

Signature

Date

You may submit your proxy electronically at www.signalshares.com

Please detach this portion of the Form of Proxy before posting. Please note this Form of Proxy must be signed and dated before being posted. **Please complete, sign and return this Form of Proxy whether or not you plan to attend the General Meeting, whether in person or remotely via the Virtual Meeting Platform.** Doing so will not prevent you from attending, voting or submitting any questions at the General Meeting either in person or remotely via the Virtual Meeting Platform, but will ensure that your vote is counted if you are unable to attend.

Notes

- Full details of the Special Resolution to be proposed at the General Meeting, with explanatory notes, are set out in the Notice of General Meeting which is set out in Part XII of the Scheme Document. Before completing this Form of Proxy, please also read the section entitled 'ACTION TO BE TAKEN' set out in the Scheme Document. Terms defined in the Scheme Document shall apply in this Form of Proxy unless the context otherwise requires.
- The Special Resolution will be proposed as a special resolution. For the Special Resolution to pass, at least three quarters of the votes cast must be in favour of the Special Resolution.
- In light of the ongoing COVID-19 pandemic, while the Company currently anticipates that attendance in person at the General Meeting will be legally permissible, GCP Shareholders and other attendees are encouraged not to attend the General Meeting in person, and are instead encouraged to attend the General Meeting remotely via the Virtual Meeting Platform and to transmit a proxy appointment and voting instruction in advance of the General Meeting. For information on how to attend and participate in the General Meeting via the Virtual Meeting Platform, please see pages 2 to 3 of the Scheme Document and the separate Virtual Meeting Guide that accompanies this Form of Proxy. GCP Shareholders are strongly encouraged to submit proxy appointments and instructions for the General Meeting as soon as possible using any of the methods (by post, online or electronically through CREST) set out below. GCP Shareholders are also strongly encouraged to appoint "the Chair of the meeting" as their proxy. Any changes to the arrangements for the General Meeting will be communicated to GCP Shareholders in advance of the General Meeting, via the Company's website (www.graviscapital.com/funds/gcp-student/potential-offer) and, where appropriate, by an announcement through a Regulatory Information Service.**
- Only GCP Shareholders, or their duly appointed representatives, are entitled to attend, submit questions and vote at the General Meeting (in each case, in person or remotely via the Virtual Meeting Platform). To appoint as a proxy a person other than the Chair of the meeting, insert their full name in the box provided. If you leave this box blank you will be deemed to have appointed the Chair of the meeting as your proxy. A proxy need not be a GCP Shareholder. You can also appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by you. The following options are available:
 - To appoint the Chair of the meeting as your sole proxy in respect of all your shares, simply fill in any voting instructions in the appropriate box and sign and date the Form of Proxy.
 - To appoint a person other than the Chair of the meeting as your sole proxy in respect of all of your shares, delete the words 'the Chair of the meeting or' and insert the name of your proxy in the space provided, then fill in any voting instructions in the appropriate box and sign and date the Form of Proxy.
 - To appoint more than one proxy, you may photocopy this form or contact the Company's registrar, Link Group (the "Registrar"), for further white Forms of Proxy via the shareholder helpline detailed at Note 9. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given by marking an 'X' in the box provided. If you wish to appoint the Chair of the meeting as one of your multiple proxies, simply write 'the Chair of the meeting'. All forms must be signed and should be returned together in the same envelope. Please ensure that all of the multiple Forms of Proxy in respect of one registered holding of shares are sent to the Registrar, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL so as to be received as soon as possible and in any event by no later than the times indicated in Note 8 for receipt of Forms of Proxy.
 - If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box entitled 'Number of shares proxy appointed over' the number of shares in the Company in relation to which they are authorised to act as your proxy. If this box is left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or, if this Form of Proxy has been issued in respect of a designated account for a member, the full voting entitlement for that designated account).
- This Form of Proxy gives your proxy/ies full rights to attend, submit questions and vote (in each case, in person or remotely via the Virtual Meeting Platform). If you wish to restrict the rights of your proxy/ies, please cross out the words 'submit questions' and/or 'vote' as you feel appropriate.
- Proxies may be lodged electronically using the Signal Shares share portal service at www.signalshares.com where full instructions are given. Your Investor Code, which can be obtained by signing in to www.signalshares.com, will be required.
- GCP Shareholders whose GCP Shares are held in uncertificated form (i.e. in CREST) may appoint a proxy or proxies using the CREST electronic appointment service in accordance with the procedures set out in the CREST Manual. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by Link Group (ID: RA10) by no later than the times indicated in Note 8. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST Applications Host) from which Link Group 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.
- To be valid, the Form of Proxy, and any other power of attorney or other authority under which it is executed (or duly certified copy of any such power or authority), must either be (a) sent by post to the Registrar, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL; (b) lodged electronically using the Signal Shares share portal service at www.signalshares.com; or (for uncertificated holders only) (c) lodged using the CREST electronic proxy appointment service in accordance with the procedures set out in the CREST Manual, in each case, so as to arrive as soon as possible and in any event no later than 10.15 a.m. (London time) on 2 September 2021 or, if the General Meeting is adjourned, 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time fixed for the adjourned General Meeting. A stamp is not required if posted in the UK. A proxy appointment made electronically will not be valid if sent to any address other than that provided. Please note that any electronic communication found to contain a computer virus will not be accepted.
- If you have any questions about the Scheme Document or the General Meeting, or are in any doubt as to how to complete this Form of Proxy or to submit your proxies electronically you can call the Registrar on the shareholder helpline: +44 (0) 371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open 9.00 a.m. – 5.30 p.m. (London time), Monday to Friday (except UK public holidays). The helpline cannot provide advice on the merits of the Acquisition or the Scheme nor give any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.**
- This Form of Proxy (i) in the case of an individual, must either be signed by the appointor or his or her attorney; and (ii) in the case of a corporation, must be either given under its common seal or be signed on its behalf by an attorney or a duly authorised officer of the corporation. Any signature on or authentication of such appointment need not be witnessed. Where an appointment of a proxy is signed on behalf of the appointor by an attorney, the power of attorney or a copy thereof certified notarially or in some other way approved by the GCP Directors must (failing previous registration with the Company) be submitted to the Company, failing which the appointment may be treated as invalid.
- This Form of Proxy is for use in respect of the shareholder account specified above only and should not be amended or submitted in respect of a different account.
- Completion and return of this Form of Proxy, or the appointment of a proxy electronically or through CREST, will not preclude you from attending and voting at the General Meeting in person or remotely via the Virtual Meeting Platform should you subsequently decide to do so.
- Please indicate with an 'X' in the relevant box how you wish your vote to be cast on the Special Resolution. The 'Vote Withheld' option is to enable you to abstain on the Special Resolution. Such a vote is not a vote in law and will not be counted in the votes 'For' and 'Against' the Special Resolution. Unless otherwise instructed, the person appointed as your proxy may vote as he or she sees fit or abstain in relation to any business of the General Meeting (including any amendments to the Special Resolution, the Special Resolution itself and any procedural business, including any resolution to adjourn) which may come before the General Meeting.
- Entitlement to attend and vote at the General Meeting (in person, remotely via the Virtual Meeting Platform, or by proxy) and the number of votes which may be cast thereat will be determined by reference to the register of members of the Company (the "Register") at 6.30 p.m. on 2 September 2021, or, if the General Meeting is adjourned, 6.30 p.m. on the date which is two Business Days before the date set for such adjourned General Meeting. Changes to entries on the Register after that time shall be disregarded in determining the rights of any person to attend and vote at the General Meeting.
- In the case of joint holders, any one holder may vote. If more than one holder is present at the General Meeting, or purports to appoint a proxy, only the vote of, or appointment made by, the senior holder will be accepted, seniority being determined by the order in which their names appear in the Register in respect of the joint holding.
- A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the General Meeting. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that it does not do so in relation to the same shares.
- Neither the death nor the incapacity of a member who has appointed a proxy, nor the revocation or termination by a member of the appointment of a proxy (or of the authority under which the appointment was made), shall invalidate the proxy or the exercise of any of the rights of the proxy thereunder, unless notice of such death, insanity, revocation or termination shall have been received by the Company at the address specified for receipt of Forms of Proxy not less than 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the commencement of the General Meeting (or adjournment thereof).
- You may not use any electronic address provided either in this Form of Proxy, in the Notice of General Meeting or in any related documents to communicate with the Company for any purposes other than those expressly stated.
- Overleaf is how your address appears on the Register. If this information is incorrect, please contact the Registrar to request a change of address form on the shareholder helpline detailed at Note 9.
- Any alterations made in this Form of Proxy should be initialised by the person who signs it.

PLEASE USE REPLY-PAID ENVELOPE PROVIDED