

**SABIEN TECHNOLOGY GROUP PLC**  
(Registered in England and Wales No 05568060)

**FORM OF PROXY**

**For use at the General Meeting to be held at 11.00 a.m. on 13 December 2018 at S4B (UK) Limited,  
Burlington House, 1-13 York Road, Maidenhead, Berkshire, SL6 1SQ**

I/We (Block Capitals please).....

of.....

being (a) holder(s) of ordinary shares of 0.5p each in Sabien Technology Group PLC (the "**Company**"), hereby appoint the Chairman of the meeting or (see note (1))

Please enter below the number of shares for which you are acting as proxy

As my/our proxy to vote for me/us and on my/our behalf at the General Meeting of the Company to be held at 11 am on 13 December 2018 and at any adjournment of that meeting, I/We direct the proxy to vote on the resolutions as follows (see notes (1) and (2)):

<b>ORDINARY BUSINESS</b>				
<b>Ordinary resolution</b>		<b>For</b>	<b>Against</b>	<b>Abstain/ Withhold vote</b>
1.	THAT, subject to and conditional on the passing of Resolution 2 below, each of the ordinary shares of £0.005 each in the issued share capital of the Company be sub-divided into one new ordinary share of £0.0001 each and one new deferred share of £0.0049 each, such shares to have the rights and to be subject to the restrictions in the Company's articles of association as amended pursuant to Resolution 2 below.			
<b>SPECIAL BUSINESS</b>				
<b>Special Resolution</b>				
2.	<p>THAT, subject to and conditional on the passing of Resolution 1 above, the articles of association of the Company be altered as follows:</p> <p>2.1 by the addition of the following new article 4A:</p> <p align="center"><i>NEW DEFERRED SHARES</i></p> <p>4A. <i>The New Deferred Shares shall entitle the holders thereof to the following rights:</i></p> <p>(a) <i>the holders of the New Deferred Shares shall have no right to receive notice of, nor attend and vote at, any general meeting of the Company;</i></p> <p>(b) <i>the holders of the New Deferred Shares shall have no right to receive any dividend or other distribution;</i></p> <p>(c) <i>the holders of the New Deferred Shares shall on a return of capital or on a winding up or otherwise entitle the holders thereof only to the repayment of the amounts paid up on such shares after the repayment of the capital paid up on the Ordinary Shares and the payment of £1,000,000 on each such Ordinary Share but the holders of the New</i></p>			

	<p><i>Deferred Shares shall not be entitled to any further participation in the assets or profits of the Company. The New Deferred Shares are liable to be cancelled without payment of any consideration to the holders thereof;</i></p> <p>(d) <i>the rights attaching to the New Deferred Shares shall not be modified, abrogated or varied by the issue of any shares ranking in priority thereto, by the redemption of any shares other than the New Deferred Shares or by the cancellation of the New Deferred Shares without any payment to the holders thereof;</i></p> <p>(e) <i>the creation or issue of New Deferred Shares shall be deemed to confer irrevocable authority on the Company at any time thereafter to appoint any person to execute on behalf of all the holders of the New Deferred Shares a transfer thereof and/or agreement to transfer the same, without making any payment or obtaining the consent or sanction of the holders thereof, to such person or persons as the Company may determine and to cancel the same in accordance with the Act without making any payment to or obtaining the sanction of the holders thereof and pending such transfer, to retain the certificates (if any) for such shares; and</i></p> <p>(f) <i>the New Deferred Shares are not transferable without the written consent of the Company."</i></p> <p>2.2 By the deletion of the present definition in article 2.1 and by the insertion of the following definition:</p> <p style="padding-left: 40px;"><i>"Ordinary Shares    ordinary shares of 0.01 pence each in the capital of the Company;"</i></p> <p>2.3 By the insertion of the following new definition in article 2.1:</p> <p style="padding-left: 40px;"><i>"New Deferred Shares                      new deferred shares of 0.49 pence each in the capital of the Company;"</i></p>		
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Please indicate how you wish to vote with a tick in the appropriate box. If no indication is given, your proxy will be deemed to have the authority to vote or abstain at his/her discretion.

Please tick box if this is one of multiple instructions

Signed:.....

Dated: .....

*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 in the box. If you sign and return this proxy form with no name inserted in the box, 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.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please photocopy the form the required number of times.
5. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. 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.
6. To appoint a proxy using this form, the form must be:
  - completed and signed;
  - sent or delivered to Share Registrars Ltd at The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR; and
  - received by Share Registrars Ltd no later than 11.00 am on 11 December 2018.
7. 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.
8. 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.
9. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available from <https://www.euroclear.com/site/public/EUI>). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID 7RA36) by 11.00 am on 11 December 2018. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
10. 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).
11. 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).
12. 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.
13. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.
14. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.