



IndigoVision

MR SAM SAMPLE
DESIGNATION (IF ANY)
MR JOINT HOLDER 1
ADD1
ADD2
ADD3
ADD4

000001

SG350

Additional Holders:

ADDITIONAL HOLDER 1
ADDITIONAL HOLDER 2
ADDITIONAL HOLDER 3
ADDITIONAL HOLDER 4

A General Meeting of IndigoVision Group plc will be held at Charles Darwin House, Edinburgh Technopole, Milton Bridge, Edinburgh, EH26 0PY on 11 May 2020 at 10.15 am. Your attention is drawn to the notice in the accompanying Circular relating to the current COVID-19 pandemic and the restrictions on public gatherings in place as a result thereof.

Shareholder Reference Number

C1234567890



Please detach this portion before posting this Form of Proxy.

Form of Proxy - General Meeting to be held on 11 May 2020



Cast your Proxy online...It's fast, easy and secure!

www.investorcentre.co.uk/eproxy

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 916417

SRN: C1234567890

PIN: 1234



View the Scheme Circular online: https://www.indigovision.com/investors

Register at www.investorcentre.co.uk - elect for electronic communications & manage your shareholding online!

To be effective, all proxy appointments must be lodged with the Company's Registrar at: Computershare Investor Services PLC ("Computershare"), The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 6 May 2020 at 10.15 am.

Explanatory Notes:

- 1. Full details of the special resolution to be proposed at the General Meeting, with explanatory notes, are set out in the notice of the General Meeting contained in Appendix 9 of the Scheme Circular. Before completing this White Form of Proxy, please also read the section titled "Action to be Taken" set out on pages 32 to 33 of the Scheme Circular. Terms defined in the Scheme Circular shall apply in this form of proxy unless the context otherwise requires.
2. Only holders of IndigoVision Shares, or their duly appointed representatives, are entitled to attend, speak and vote at the General Meeting. A member so entitled may appoint one or more proxies (provided that each proxy is appointed to exercise rights attaching to different shares), who need not be members, to exercise all or any of his/her rights to attend, speak and vote on his/her behalf. Proxies may only be appointed using the procedures set out in this White Form of Proxy.
3. Please indicate on this White Form of Proxy how you wish your vote to be cast. Unless otherwise instructed, the person appointed as proxy will exercise discretion as to how they vote or whether they abstain from voting on the resolution and on any other business (including amendments to the resolution and any procedural business, including any resolution to adjourn) which may come before the General Meeting.
4. It is requested that this White Form of Proxy (together with any power of attorney or other authority, if any, under which it is signed, or a notarially certified copy thereof) be returned to the Company's registrar, Computershare Investor Services PLC ("Computershare"), at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, by post or (during normal business hours only) by hand, as soon as possible and, in any event, by no later than 10.15 a.m. on 6 May 2020, or, in the case of an adjournment of the General Meeting, 48 hours (excluding non-working days) before the time appointed for the adjourned General Meeting. If the IndigoVision Shareholder is a corporation, this White Form of Proxy must be executed under its common seal or signed by an officer, attorney or other person duly authorised by the corporation.
5. IndigoVision Shareholders are entitled to appoint a proxy in respect of some or all of their IndigoVision Shares. IndigoVision Shareholders are also entitled to appoint more than one proxy. A space has been included in this White Form of Proxy to allow IndigoVision Shareholders to specify the number of shares in respect of which that proxy is appointed. IndigoVision Shareholders who return this White Form of Proxy duly executed but leave this space blank shall be deemed to have appointed the proxy in respect of all of their holding of IndigoVision Shares.
6. IndigoVision Shareholders that wish to appoint more than one proxy in respect of their holding of IndigoVision Shares should contact Computershare for further White Forms of Proxy, or photocopy this White Form of Proxy, as required.
7. IndigoVision Shareholders that hold IndigoVision Shares in uncertificated form through CREST and wish to appoint a proxy or proxies by using the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual published by Euroclear, as amended from time to time (available at www.euroclear.com/CREST). 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 appropriate action on their behalf.
8. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (the "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Computershare (ID is 3RA50) at least 48 hours before the time fixed for the General Meeting (or, in the case of adjournments), not later than 48 hours (excluding non-working days) before the time fixed for the adjourned General Meeting. 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 Computershare is able to retrieve the message by enquiry to CREST in the manner required by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to Computershare through other means.
9. CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear 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 or her 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. For this purpose, CREST members and, where applicable, their CREST sponsors or voting service provider(s) 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 the Uncertificated Securities Regulations 2001.
10. Completion and return of this White Form of Proxy, or the appointment of a proxy electronically using CREST (or any other procedure described in this proxy form), will not prevent a holder of IndigoVision Shares from attending, speaking and voting at the General Meeting, (or any adjournment of such meeting) in person, subject to any restrictions on public gatherings as a result of the COVID-19 pandemic, if that IndigoVision Shareholder wishes and is entitled to do so.
11. If two or more valid but different instruments of proxy are received in respect of the same IndigoVision Share for use at the General Meeting, the one which is last received (regardless of its date or of the date of its execution shall be treated as replacing and revoking the others as regards that IndigoVision Share and if the Company is unable to determine which was the last received, none of them shall be treated as valid in respect of that IndigoVision Share.
12. As an alternative to completing and returning this White Form of Proxy, you may, if you wish, register the appointment of a proxy electronically by logging on to the following website: www.investorcentre.co.uk/eproxy. To use this service you will need your Control Number, Shareholder Reference Number and PIN printed on this White Form of Proxy. Full details of the procedure are given on the website. For an electronic proxy appointment to be valid, the appointment must be received by Computershare no later than 10.15 a.m. on 6 May 2020 for the General Meeting.
13. Entitlement to attend, speak and vote at the General Meeting (and for the purpose of determining the number of votes that may be cast), will be determined by reference to the register of members of the Company at 6.00 p.m. on 9 May 2020 or, if the General Meeting is adjourned, at 6.00 p.m. on the day which is two days before the day of such adjourned meeting (the "Voting Record Time"). In each case, changes to the register of members of the Company after the Voting Record Time shall be disregarded.
14. In the case of joint holders only one need sign the White Form of Proxy, but the vote of the senior joint holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
15. The 'Vote Withheld' option on the form of proxy is provided to enable you to abstain on the resolution to be proposed at the General Meeting. However, a vote withheld is not a vote in law and will not be counted in the calculation of proportion of votes 'For' and 'Against' the resolution.
16. As an alternative to appointing a proxy, any IndigoVision Shareholder that is a corporation may appoint one or more corporate representatives who may exercise, on its behalf, its right to attend, speak and vote at the General Meeting (or any adjournment of it). When an IndigoVision Shareholder has appointed more than one corporate representative, only one of those representatives shall be counted in determining, under section 89(1) of the Companies Act 2016, provided that no more than one corporate representative exercises powers over the same IndigoVision Shares. The Company may require a corporate representative of a Shareholder to produce to the Company, or its registrar Computershare, written authority from the IndigoVision Shareholder to attend, speak and vote at the General Meeting (or any adjournment of it) before the start of the General Meeting (or such adjournment).
17. Any alterations to this White Form of Proxy must be initialled by the person who signs it.
18. You may not use any electronic address provided either in this White 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.
19. If you have any questions relating to this White Form of Proxy, please call Computershare Investor Services PLC between 8.30 a.m. and 5.30 p.m. (UK time), Monday to Friday (except UK public holidays) 0370 707 1088 or +44 (0) 370 707 1088 if calling from outside the UK.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare accept no liability for any instruction that does not comply with these conditions.

All Named Holders

MR A SAMPLE
<Designation>
ADDITIONAL HOLDER 1
ADDITIONAL HOLDER 2
ADDITIONAL HOLDER 3
ADDITIONAL HOLDER 4



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Poll Card

To be completed **only** at the General Meeting

Special Resolution

To: (a) authorise the directors to implement the Scheme; and
(b) amend the Company's articles of association in connection with the Scheme.

For Against Vote Withheld

Signature

In the case of a Corporation, a letter of representation will be required (in accordance with S323 of the Companies Act 2006) unless this has already been lodged at registration.

Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chairman.
Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).



C1234567890



I/We hereby appoint the Chairman of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the General Meeting of IndigoVision Group plc to be held at **Charles Darwin House, Edinburgh Technopole, Milton Bridge, Edinburgh, EH26 0PY** on **11 May 2020 at 10.15 am**, and at any adjourned meeting.

* For the appointment of more than one proxy, please refer to Explanatory Note 6 (see front).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



Special Resolution:

To: (a) authorise the directors to implement the Scheme; and
(b) amend the Company's articles of association in connection with the Scheme.

For Against Vote Withheld

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).



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