



IndigoVision

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

000001

SG349

Additional Holders:

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

By an order of the Court of Session (the "Court") dated 8 April 2020 in the matter of IndigoVision Group plc (the "Company"), the Court has granted permission for a meeting of the Scheme Shareholders (as defined in the Circular of the Company dated 14 April 2020 (the "Scheme Circular")) (the "Court Meeting") to be convened for the purpose of considering, and if thought fit, approving (with or without modification) a scheme of arrangement pursuant to Part 26 of the Companies Act 2006 (the "Scheme") between the Company and the Scheme Shareholders (as defined in the Scheme Circular) and that such Court Meeting shall be held at Charles Darwin House, Edinburgh Technopole, Milton Bridge, Edinburgh, EH26 0PY on 11 May 2020 at 10.00 a.m. (UK Time). 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 – Court Meeting to be held on 11 May 2020 at 10.00 a.m.



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: 916418

SRN: C1234567890

PIN: 1234



View the Scheme Circular online: 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 10.00 a.m. on 6 May 2020.

Notes to Form of Proxy

- 1. Full details of the resolution to be proposed at the Court Meeting are set out, together with explanatory notes, in the notice of the Court Meeting contained in Appendix 8 of the Scheme Circular. Before completing this Blue Form of Proxy, please also read the section entitled "Action to be taken" set out in pages 32 to 33 of the Scheme Circular. Terms defined in the Scheme Circular shall apply equally in this Blue Form of Proxy, unless the context otherwise requires.
- 2. Scheme Shareholders entitled to attend and vote at the Court Meeting may vote in person at such meeting or they may appoint another person, whether a member of the Company or not, as their proxy or proxies, to attend and vote in their place.
- 3. Please indicate on this Blue 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 Court Meeting.
- 4. Voting on the resolution to be proposed at the Court Meeting will be conducted by a poll rather than a show of hands.
- 5. It is requested that this Blue 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 10.00 a.m. on 6 May 2020, or, in the case of an adjournment of the Court Meeting, 48 hours (excluding non-working days) before the time appointed for the adjourned Court Meeting.
- 6. Scheme Shareholders are entitled to appoint a proxy in respect of some or all of their Scheme Shares. Scheme Shareholders are also entitled to appoint more than one proxy. A space has been included in this Blue Form of Proxy to allow Scheme Shareholders to specify the number of shares in respect of which that proxy is appointed. Scheme Shareholders who return this Blue 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 Scheme Shares.
- 7. Scheme Shareholders that wish to appoint more than one proxy in respect of their holding of Scheme Shares should contact Computershare for further Blue Forms of Proxy, or photocopy this Blue Form of Proxy, as required.
- 8. Scheme Shareholders that hold Scheme 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.
- 9. 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 Court Meeting (or, in the case of adjournments), not later than 48 hours (excluding non-working days) before the time fixed for the adjourned Court 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.
- 10. 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.
- 11. Completion and return of this Blue 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 Scheme Shares from attending, speaking and voting at the Court 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 Scheme Shareholder wishes and is entitled to do so.
- 12. If two or more valid but different instruments of proxy are received in respect of the same Scheme Share for use at the Court Meeting, the one which is last received (regardless of its date or the date of its execution) shall be treated as replacing and revoking the others as regards that Scheme 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 Scheme Share.
- 13. As an alternative to completing and returning this Blue 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 Blue 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 10.00 a.m. on 6 May 2020 for the Court Meeting.
- 14. Entitlement to attend, speak and vote at the Court Meeting or any adjournment thereof such meeting and the number of votes which may be cast at the Court Meeting will be determined by reference to the register of members of the Company at 6.00 p.m. on the day which is two days immediately before the date of the Court Meeting or, if the Court 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.
- 15. In the case of joint holders of Scheme Shares, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s). For this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- 16. As an alternative to appointing a proxy, any Scheme 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 Court Meeting (or any adjournment of it). When a Scheme Shareholder has appointed more than one corporate representative, only one of those representatives shall be counted in determining, under section 899(1) of the Companies Act 2016, whether a majority in number of the Scheme Shareholders have approved the Scheme, provided that no more than one corporate representative exercises powers over the same Scheme Shares. The Company may require a corporate representative of a Scheme Shareholder to produce to the Company, or its registrar Computershare, written authority from the Scheme Shareholder to attend, speak and vote at the Court Meeting (or any adjournment of it) before the start of the Court Meeting (or such adjournment).
- 17. Any alterations to this Blue Form of Proxy must be initiated by the person who signs it.
- 18. You may not use any electronic address provided either in this Blue Form of Proxy, in the Notice of the Court Meeting or in any related documents to communicate with the Company for any purposes other than those expressly stated.
- 19. The Court has appointed George Elliott, whom failing Chris Lea, or failing both of them, Victoria Macleod, to act as Chairman of the Court Meeting and has directed the Chairman to report the result of the Court Meeting to the Court.
- 20. If you have any questions relating to this Blue 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 on +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

000000XX000000000000

Poll Card To be completed **only** at the Court Meeting.

FOR the Scheme

Signature

AGAINST the Scheme

Signature

In the case of a corporation, a letter of representation will be required (in accordance with section 323 of the Companies Act 2006) unless this has already been lodged at registration.

Form of Proxy

Note 1: If you do not wish to appoint the Chair of the Court Meeting as your proxy, add in block capitals the name of your chosen proxy in the empty box below. Please leave the box empty if you wish to appoint the Chair of the Court Meeting as your proxy.

*Please leave the box empty if you wish to appoint a proxy in respect of all of your Scheme Shares.



C1234567890



Name **Number of shares**

<input type="text"/>	<input type="text"/>
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I/We, the undersigned, being (a) holder(s) of Scheme Shares (as defined in the Scheme Circular) of the Company entitled to attend, speak and vote at the Court Meeting, hereby appoint the Chair of the Court Meeting or the above named person as my/our proxy to attend, speak and vote for me/us on my/our behalf in respect of the above number of Scheme Shares at the Court Meeting, and any adjournment thereof, and to vote for me/us and in my/our name for the Scheme or against the Scheme (with or without any changes, as my/our proxy may approve) as indicated below. Unless otherwise instructed, the proxy may vote as he thinks fit in respect of any other business which may properly come before the Court Meeting.

* For the appointment of more than one proxy, please refer to Explanatory Note 7 (see front).

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

Please use a black pen.

Please sign **ONE** of the boxes below.

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 Blue Form of Proxy will be invalid. Joint Scheme Shareholders should refer to explanatory note 10 overleaf.

FOR the Scheme

Signature

AGAINST the Scheme

Signature

Date

If signing on behalf of a company, please enter the company name below in block capitals and state your official capacity.

Company Name

Official Capacity

In the case of a corporation, this Form of 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 etc.).

