

Network >

International Payment Solutions

This form constitutes a Form of Appointment of Proxy and enables you to cast votes attaching to your shares in Network International Holdings Plc. If you do not have access to the internet and want to vote your shares, you can do so by completing and **returning this form to the registrar Link Asset Services in the prepaid envelope provided, to arrive no later than 11:00 am on Tuesday 28 April 2020.**

Completion of the Form of Proxy does not prevent a shareholder from attending and voting at the meeting.

Form of Proxy

Annual General Meeting of Network International Holdings Plc
The Lincoln Centre 18 Lincoln's Inn Fields, London, WC2A 3ED
Thursday 30 April 2020 at 11:00 am

Shareholder reference number

Shareholder signature

I/We hereby appoint the Chairman of the meeting OR the following person

Name of proxy

(Please leave this box blank if you have selected the Chairman of the meeting. Do not insert your own name(s).)

as my/our proxy* to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement on my/our behalf at the Annual General Meeting of Network International Holdings Plc to be held at 11:00 am on Thursday 30 April 2020 and at any adjournment thereof. I have indicated with an 'X' how I/we wish my/our votes to be cast on the following resolutions. Unless otherwise instructed, the proxy may vote as he or she sees fit or abstain in relation to the specific resolutions and any other business of the meeting including amendments to resolutions.

* If you wish to appoint multiple proxies please see note 18 and tick here

Number of shares proxy appointed over

(Please leave this box blank if one proxy is appointed for your entire voting entitlement.)

If you wish to vote 'For' all the resolutions, in accordance with the Board's recommendation, tick here and then sign and date the table below.

My/Our voting instructions are as follows	For	Against	Vote Withheld
Ordinary Resolutions			
1. Receive the annual report and accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approve the directors' remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approve the directors' remuneration policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Re-elect Rohinton Kalifa, OBE	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Re-elect Simon Haslam as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Re-elect Darren Pope as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Re-elect Victoria Hull as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Re-elect Habib Al Mulla as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Re-elect Suryanarayan Subramanian as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Elect Ali Haeri Mazanderani as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Elect Anil Dua as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Re-appoint KPMG LLP as auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Authorise audit & risk committee to determine the auditors' remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Authorise the Company and its subsidiaries to make political donations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. Authorise allotment of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolutions			
16. Authority to dis-apply pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. Additional authority to dis-apply pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18. Authorise purchase of own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19. Call general meetings on not less than 14 clear days' notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary Resolutions			
20. Approve amendments to the terms of the Additional MIP Awards and IPO Bonuses	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
21. Amendments to the rules of the Company's Long Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

Date

Explanatory notes relating to the completion of the Form of Proxy

On 23 March 2020, the UK Government published further compulsory measures in relation to the fight against the COVID-19 situation (the 'Stay at Home Measures') prohibiting, amongst other things, public gatherings of more than two people.

In view of these measures, we would encourage members to participate in the meeting electronically, or appoint the Chairman of the AGM as their proxy, and if not, a proxy of their choice, and register a voting instruction and to submit any questions in advance. A proxy does not need to be a member of the Company. To be valid and binding, your signed Proxy form must reach the Company's Registrars, Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, United Kingdom no later than 11:00am on Tuesday 28 April 2020.

Only registered shareholders, their proxies or corporate representatives may attend the meeting. If you cannot attend the Annual General Meeting ('AGM') but wish to vote on the resolutions, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting. You can appoint a proxy only using the procedures set out in these notes and the notes to Notice convening the AGM.

A proxy does not need to be a member of the Company but must attend the Meeting to represent you. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them. Please insert the name of your chosen proxy holder in the space provided. A Proxy must vote as you have instructed.

There are four ways of appointing a Proxy:

1. You may Complete and Return the Proxy form overleaf; or
2. You may submit your proxy electronically at www.signalshares.com, following instruction given in the notes to the Notice convening the AGM; or
3. You may appoint your proxy through CREST following instruction given in the notes to the Notice convening the AGM; or
4. You may appoint your proxy through the Proximity platform by going to www.proximity.io, and following instruction given in the notes to the Notice convening the AGM.

In the case of joint holders, only one need sign the Form of Proxy. If more than one Form of Proxy is received in respect of a joint holding, the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s). For this purpose, seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.

You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. To appoint more than one proxy, you must complete separate Forms of Proxy for each proxy appointed. You may copy this form or (an) additional proxy form(s) may be obtained by contacting the Company's Registrars, Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, United Kingdom. You may not appoint more than one proxy to exercise rights attached to any one share. Please indicate on your proxy submission how many shares it relates to. If 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 shareholder, the full voting entitlement for that designated account).

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.

A proxy will vote at his or her discretion or abstain from voting, as he or she sees fit, on any resolution on which you do not give a specific instruction and, unless instructed otherwise, on any other business (including amendments to resolutions) which may properly come before the Meeting.

A corporation must seal the Form of Proxy or have it signed by an officer, an attorney or another person authorised to sign it.

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the register of members of the Company at the close of business on 28 April 2020 (or, if the meeting is adjourned close of business on the date which is two business days before the adjourned meeting). Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Please read carefully the Notes to the Notice convening the AGM, and visit our website <https://investors.networkinternational.ae/> for updates on impact on the AGM caused due to COVID-19.