

# INSTRUCTIONS FOR COMPLETING THE FORM OF PROXY

Please read the instructions for completing this form of proxy carefully.

To be effective, the Form of Proxy and any authority under which it is executed (or a notarially certified copy of such authority) **must be deposited with Link Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF no later than 10:00 AM (UK Time) on 27 April 2020** (being not less than 48 hours before the time for holding the meeting discounting any day that is not a working day). Completion and return of the Form of Proxy will not preclude Members from attending and voting in person at the meeting.

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.

A Member entitled to attend and vote at the meeting is also entitled to appoint one or more proxies to attend, speak, and vote on a show of hands and on a poll, instead of him. The proxy need not be a Member of the Company. If you do not wish to appoint the Chairman of the meeting as your proxy, a proxy of your own choice may be appointed by inserting the proxy's name on this Proxy Form in the space provided, but 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. 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.

The quorum for the meeting is at least two Members Present In Person (as defined in the Articles). To allow effective constitution of the meeting, if it is apparent to the Chairman that no Members will be Present In Person other than by proxy in the Chairman's favour, then the Chairman may appoint a substitute to act as proxy in his stead for any Member, provided that such substitute proxy shall vote on the same basis as the Chairman.

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.

If you appoint more than one proxy, each proxy must be appointed in respect of a

specified number of shares within your holding, and only one proxy may be appointed in respect of any one share within your holding. If you wish to do this, each proxy must be appointed on a separate Form of Proxy. When appointing more than one proxy you must indicate the number of shares in respect of which the proxy is appointed to the right of the name of the shareholder at the top of the Form of Proxy, and whether, by ticking the box provided, the proxy instruction is one of multiple instructions being given.

The Form of Proxy must, in the case of an individual, be signed by the appointor or their agent or attorney duly authorised in writing, or in the case of a corporation, either be under its common seal or be signed by an officer or attorney or other person duly authorised to sign the same. 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.

To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. Please note the "vote withheld" option is provided to enable you to abstain on any particular resolution. However, a "vote withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "for" and "against" a resolution.

If the Form or Proxy is returned without an indication as to how the proxy must vote on a particular matter or if you select the "Discretionary" option, or, if further matters are raised at the meeting, the proxy will exercise his discretion as to whether, and if so how, he votes.

Pursuant to Regulation 41 of the United Kingdom's 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 27 April 2020 (or, in the event of any adjournment, at the close of business on the date which is 48 hours before the time of the adjourned meeting discounting any day that is not a working day). 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.

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.

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) thereof by utilising the procedures described in the CREST Manual. 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 (a "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 Company's agent ID RA10 by 10:00 AM (UK time) on 27 April 2020. 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 Company's agent is able to receive 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.

**The form of proxy follows opposite.**

# FORM OF PROXY

## Apax Global Alpha Limited 2020 Annual General Meeting

Registered Number: 59939

Annual General Meeting to be held at 10:00 AM (UK Time) on 29 April 2020 at the offices of Aztec Group, East Wing, Trafalgar Court, Les Banques, St Peter Port, Guernsey, GY1 3PP.

Please ensure that you have read the instructions for completing this form of proxy. Complete and **return your form of proxy to Link Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF no later than 10:00 AM (UK Time) on 27 April 2020** (being not less than 48 hours before the time for holding the meeting discounting any day that is not a working day).

If you are an individual and the shares are registered in your name:

I, \_\_\_\_\_  
(Please write your name in full as it would appear on the Register of Members)

of \_\_\_\_\_  
(Address in full including post code as it would appear on the Register of Members)

appoint the chairman / or \_\_\_\_\_  
of \_\_\_\_\_

as my proxy to vote in my name and on my behalf in the manner indicated below at the Annual General Meeting of the Company to be held on the date and time and location stated above and at any adjournment thereof.

I direct my proxy to vote on the following resolutions as I have indicated by marking the appropriate box with an 'X'. If no indication is given, my proxy will vote or abstain from voting at his or her discretion and I authorise my proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter (including amendments to resolutions) which is properly put before the meeting.

Signature: \_\_\_\_\_

Name:<sup>1</sup> \_\_\_\_\_

Date: \_\_\_\_\_

1. Please write your name in full as it would appear on the Register of Members

If you are a company or other legal body holding the shares:

We, \_\_\_\_\_  
(Please write the legal body name in full as it would appear on the Register of Members)

of \_\_\_\_\_  
(Address in full including post code as it would appear on the Register of Members)

appoint the chairman / or \_\_\_\_\_  
of \_\_\_\_\_

our proxy to vote in our name and on our behalf in the manner indicated below at the Annual General Meeting of the Company to be held on the date and time and location stated above and at any adjournment thereof.

We direct our proxy to vote on the following resolutions as we have indicated by marking the appropriate box with an 'X'. If no indication is given, our proxy will vote or abstain from voting at his or her discretion and we authorise our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter (including amendments to resolutions) which is properly put before the meeting.

For and on behalf of:<sup>1</sup> \_\_\_\_\_

Acting by:<sup>2</sup> \_\_\_\_\_

In the capacity of:<sup>3</sup> \_\_\_\_\_

Signature(s): \_\_\_\_\_

Date: \_\_\_\_\_

1. Please write the legal body name in full as it would appear on the Register of Members  
2. Please write the full name(s) of the legal representative(s)  
3. Please write in what capacity the legal representative(s) represent the shareholder, e.g. Director(s)

# FORM OF PROXY

Unless otherwise indicated, where you indicate 'X' in an appropriate box, it shall cast all the votes attached to your shares in respect of the corresponding resolution. If you wish to only cast a proportion of your shares as votes towards a resolution, then please indicate 'X' and the number of votes you wish to cast. This form is to be used in respect of the resolutions set out in the notice of the Annual General Meeting as follows:

ORDINARY RESOLUTIONS	FOR	AGAINST	WITHHOLD	DISCRETION
To adopt the annual report and audited financial statements of the Company for the year ended 31 December 2019, including the reports of the Directors and the Auditor.				
To adopt the Directors' Remuneration Report				
To re-appoint KPMG Channel Islands Limited of Gategny Court, Gategny Esplanade, St Peter Port, Guernsey, GY1 1WR as the external auditor of the Company (the "Auditor") to hold office until conclusion of the next annual general meeting.				
To authorise the Board to negotiate and fix the remuneration of the Auditor in respect of the financial year ended 31 December 2020.				
To re-elect Chris Ambler as an independent non-executive Director of the Company.				
To re-elect Mike Bane as an independent non-executive Director of the Company.				
To re-elect Tim Breedon as an independent non-executive Director of the Company.				
To elect Stephanie Coxon as an independent non-executive Director of the Company.				
To re-elect Sally-Ann (Susie) Farnon as an independent non-executive Director of the Company.				
To approve the Company's dividend policy as set out on page 12 of the Prospectus dated 22 May 2015.				

SPECIAL RESOLUTIONS	FOR	AGAINST	WITHHOLD	DISCRETION
<p>To renew the authorisation of the Company to generally and unconditionally for the purposes of section 315 of the Companies (Guernsey) Law, 2008 (as amended) (the "Law") to make one or more market acquisitions (within the meaning of section 316 of the Law) of Ordinary Shares in the Company (and to hold such Ordinary Shares as treasury shares) provided that:</p> <p>(a) the Company's authority to make market acquisitions pursuant to the authority granted by this resolution shall, (except with prior shareholder approval) be limited to a maximum of 14.99% of the number of Ordinary Shares in issue as at the date of this notice (or, if different, 14.99% of the number of Ordinary Shares in issue as at the date of the annual general meeting);</p> <p>(b) the maximum price (exclusive of expenses) which shall be paid for the Ordinary Share pursuant to this authority shall be an amount equal to 105 per cent of the average of the middle market quotation as derived from the London Stock Exchange for the five business days immediately preceding the date on which the purchase is made;</p> <p>(c) the minimum price (exclusive of expenses) which shall be paid for the Ordinary Share pursuant to this authority shall be £0.01; and</p> <p>unless previously revoked or varied, the authority hereby conferred shall expire at the earlier of 15 months after the date of the AGM or at the conclusion of the next annual general meeting of the Company, save that the Company may, prior to such expiry, enter into a contract to acquire Ordinary Shares which will or may be completed or executed wholly or partly after such expiry and make an acquisition of such Ordinary Shares pursuant to any such contract.</p>				
<p>In accordance with article 6.7 of the Articles, to authorise the Directors, in accordance with article 4.3 of the Articles, to issue up to a maximum number of 49,110,076 of Ordinary Shares (being not more than 10% of the number of Ordinary Shares in issue as at the date of this notice) or such other number being not more than 10% of the Ordinary Shares in issue at the date of the annual general meeting, whether generally in relation to the issue by the Company of equity securities, in relation to issues of a particular description or in relation to a specified issue of equity securities which, in accordance with the Listing Rules, could only be issued at or above net asset value per share (unless offered pro rata to existing Shareholders or pursuant to further authorisation by Shareholders), as if the pre-emption provisions contained in article 6.2 of the Articles do not apply to any such issue, and that, unless previously revoked or varied, such authority will remain valid until the conclusion of the next annual general meeting of the Company, save that the Company may make prior to such expiry any offer or agreement which would or might require Ordinary Shares or equity securities to be issued after the conclusion of the next annual general meeting of the Company and the Directors may issue Ordinary Shares or equity securities pursuant to such an offer or agreement notwithstanding the expiry of the authority given by this resolution.</p>				