

XPS Pensions Group plc

Admission Card

Annual General Meeting on Thursday 12 September 2019 at 2.00pm
at Phoenix House, 1 Station Hill, Reading RG1 1NB

Shareholder Reference Number

Notice of Availability

The 2019 Annual Report and Accounts and the Notice of Annual General Meeting are now available to be viewed and downloaded on the Company's website at www.xpsgroup.com. If you wish to receive electronic communications and manage your shareholding online, please visit the website of our Registrar, Equiniti, at www.shareview.co.uk and click at the top of the page to register.

Printed copies of any shareholder communications may be requested from Equiniti on 0371 384 2030 from within the UK or +44 121 415 7047 if calling from outside the UK (lines are open from 8.30am to 5.30pm Monday to Friday), or by writing to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.

If you wish to attend the Annual General Meeting of XPS Pensions Group plc, please sign and date this admission card and hand it in at the Equiniti registration desk on the day.

Signature

Date

XPS Pensions Group plc

Proxy Form

for the Annual General Meeting convened for 2.00pm
on Thursday 12 September 2019 ('AGM')

Please read the explanatory notes overleaf before completing this form.

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Voting ID	Task ID	Shareholder Reference

You may submit your votes electronically using the above numbers at www.sharevote.co.uk

I/We, the undersigned, being (a) member(s) of XPS Pensions Group plc ('the Company'), hereby appoint the Chairman of the AGM or the person named below (see Note 3 overleaf) 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 AGM of the Company to be held at Phoenix House, 1 Station Hill, Reading, Berkshire RG1 1NB at 2.00pm on Thursday 12 September 2019 and at any adjournment thereof. My/our proxy is to vote as indicated by an 'X' below in respect of the resolutions set out in the Notice of AGM dated 26 July 2019 and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the AGM.

Name of Proxy	Number of shares to be voted (see Note 4)

Please mark this box if you attach a schedule of multiple proxies to this Form of Proxy (see Notes 5 and 6).

Resolutions

Please mark 'X' below to indicate how you wish your proxy to vote:

Ordinary resolutions

1. To receive the Directors' Report and Accounts for the year ended 31 March 2019.
2. To declare a final dividend of 4.3 pence per ordinary share.
3. To approve the Directors' Remuneration Report for the year ended 31 March 2019 (other than the part containing the Directors' Remuneration Policy).
4. To re-elect Tom Cross Brown as a Director.
5. To re-elect Alan Bannatyne as a Director.
6. To re-elect Ben Bramhall as a Director.
7. To re-elect Paul Cuff as a Director.
8. To elect Sarah Ing as a Director.
9. To elect Snehal Shah as a Director.
10. To re-elect Margaret Snowden OBE as a Director.
11. To re-appoint BDO LLP as auditors of the Company.
12. To authorise the Audit and Risk Committee to fix the auditor's remuneration.
13. To authorise the Directors to allot shares within specified limits.

For	Against	Vote withheld
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Special resolutions

14. To give the Directors limited authority to allot shares for cash without making a pre-emptive offer to shareholders.
15. To give the Directors an additional limited authority to allot shares for cash and disapply statutory pre-emption rights.
16. To authorise the Company to make market purchases of its own shares up to a specified amount.
17. To approve the calling of general meetings (other than an AGM) on not less than 14 clear days' notice.

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Signature (see
Notes 1, 8 and 9)

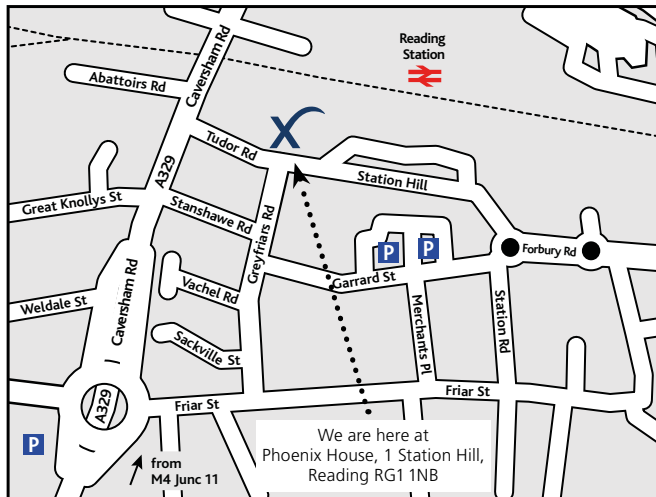
Date

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Notes to the Proxy Form

1. In order to be valid, this form of proxy and any power of attorney, or notarially certified copy thereof, under which it is executed must be (a) completed, signed and lodged with the Company's registrars, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom or (b) the proxy appointment must be lodged using the CREST Proxy Voting Service in accordance with Note 11 below or (c) by email to proxyvotes@equiniti.com as soon as possible but, in any event, so as to arrive no later than 2.00pm on Tuesday 10 September 2019.
2. As an alternative to completing this hard copy proxy form, members may register the appointment of their proxy electronically via the internet through Equiniti's website at www.sharevote.co.uk where full instructions on the procedure are given. The Voting ID, Task ID and Shareholder Reference Number printed on the Form of Proxy will be required in order to use this electronic proxy appointment system. Alternatively, members who have already registered with Equiniti's online portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at www.shareview.co.uk using their usual user ID and password. For an electronic proxy appointment to be valid, Equiniti Limited must receive such appointment no later than 2.00 p.m. on 10 September 2019 (such date determined without including nonworking days).
3. The completion and return of a form of proxy will not, however, preclude shareholders from attending and voting in person at the AGM or at any adjournment thereof should they wish to do so.
4. A proxy need not be a member of the Company but must attend the meeting to represent you. A member may appoint a proxy of his/her own choice in which case the words "the Chairman of the AGM or" on this proxy form should be deleted and the name of the person appointed as proxy should be inserted in the space provided. If you sign and return this proxy form with no name inserted in the space provided, the Chairman of the AGM will be deemed to be your proxy.
5. If the proxy is being appointed in relation to less than your full voting entitlement, please enter next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
6. A member may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to different shares held by the member.
7. Please indicate next to the proxy holder's name the number of shares in relation to which the proxy is authorised to act as your proxy. Please also indicate, by ticking the box provided, if the proxy appointment is one of multiple appointments made. All forms must be signed and should be returned together.
8. The 'Vote withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote withheld' is not a vote in law and will not be counted in the calculation of the proportion of votes 'For' and 'Against' a resolution.
9. Where the member is a corporation, this form must be executed under its common seal or signed by any officer, attorney or other person duly authorised by the corporation.
10. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall 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.
11. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual (available via www.euroclear.com). The message must, in order to be valid, be transmitted so as to be received by Equiniti (ID RA19) by the latest time for receipt of proxy appointments specified in Note 1 above. For further information on proxy appointment through CREST, see Further Notes 18 to 21 to the Notice of Annual General Meeting for 2019.

Directions to the AGM venue:



Directions by train:

Phoenix House is two minutes walk from Reading Station. From the main entrance or southern entrance, look to your right and you will see a pathway, stairs and ramp for Station Hill. Follow this route until you come to Phoenix House on your right.

Directions by car:

From M4: Leave M4 at junction 11. At roundabout follow signs to the A33 (signposted Reading Majeski Stadium). Continue forward on the A33. Enter Reading, at the roundabout take the 2nd exit onto A33. At the next roundabout take the 4th exit onto A33 (sign posted Reading). At traffic lights continue forward on the A33. Take the left hand slip road sign posted A329M. At the roundabout take the 3rd exit onto Friar Street. At the traffic lights bear left onto Greyfriars Road and at the end of the road will be Phoenix House. The nearest car park is located off Greyfriars Road on Garrard Street, Reading RG1 1NR which is a short walk from Phoenix House.

Freepost RTHJ-CLLL-KBKU
Equiniti
Aspect House
Spencer Road
LANCING
BN99 8LU

