

Proxy Form

Voting ID

Task ID

Shareholder Reference Number

You can vote online at www.sharevote.co.uk using the numbers above

Distribution Finance Capital Holdings plc – Form of Proxy

Please refer to the notes on the reverse of the attendance card before completing the form

I/We, being a member of the Company, hereby appoint the Chairman of the Annual General Meeting (see note 2 overleaf) or

NAME OF PROXY	<input type="text"/>	No. OF SHARES	<input type="text"/>	PROXY APPOINTED OVER	<input type="text"/>
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as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held 2pm on 30th June 2020 at 187 Worlds End Lane, Orpington, Kent, BR6 6AT.

I have indicated with an 'X' how I/we wish my/our votes to be cast on the following Resolutions.

If you wish to appoint multiple proxies, please see note 2 overleaf. Please also tick here if you are appointing more than one proxy

Resolutions
Please mark 'X' to indicate how you wish to vote

	For	Against	Withheld		For	Against	Withheld
1. To elect Carl D'Amassa as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6. To elect Mark Stephens as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To elect Stephen Greene as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7. To elect Thomas Grathwohl as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To elect Haakon Stenrød as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8. To elect Gavin Morris as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To elect John Baines as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. To authorise the Directors to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To elect Carole Machell as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. Authority to disapply statutory pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature	<input type="text"/>	Date	<input type="text"/>
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Notes

1. Only holders of ordinary shares, or their duly appointed representatives, are entitled to attend and vote at the meeting. A shareholder so entitled may appoint (a) proxy(ies), who need not be (a) shareholder(s), to exercise all or any of his/her rights to attend and to speak and vote on his/her behalf at the meeting.
2. You can appoint the Chairman of the Annual General Meeting (AGM) or anyone else to be your proxy at the AGM. You can also, if you wish, appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you.
 - ▶ To appoint the Chairman as your sole proxy in respect of all your ordinary shares complete any voting instructions but leave all other proxy appointment details blank.
 - ▶ To appoint a single proxy in respect of all your ordinary shares other than the Chairman, delete only the words 'the Chairman of the Annual General Meeting' and insert the name of your proxy (who need not be a shareholder of the Company) and complete any voting instructions.
 - ▶ To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the registrar or you may photocopy the Form of Proxy. Please indicate in the box next to the proxy holder's name, the number of shares in relation to which you authorise them to act as your proxy and complete any voting instructions. Please also indicate by ticking the box provided on the Form of Proxy if the proxy instruction is one of multiple instructions being given. All Forms of Proxy should be returned together in the same envelope.If the box next to the proxy holder's name is left blank, your proxy will be deemed to be authorised in respect of all your ordinary shares.
3. The Form of Proxy gives your proxy or proxies full rights to vote at the AGM. Neither shareholders nor proxies (other than the Chairman of the AGM) nor corporate representatives are permitted to attend, in light of the COVID-19 pandemic.
4. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communication from the Company in accordance with Section 146 of the Companies Act 2006 ('nominated persons'). Nominated persons may have a right under an agreement with the registered shareholder who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
5. If the Form of Proxy is signed by someone else on your behalf, their authority to sign must be returned with the Form of Proxy. If the shareholder is a corporation, the Form of Proxy must be executed under its common seal or signed by an officer or attorney or other person duly authorised by the corporation.
6. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended) and section 360B of the Companies Act 2006, only those persons entered in the Register of Members of the Company (the 'Register') as at 6:30pm on 26 June 2020 (the 'Specified Time') shall be entitled to attend or vote at the AGM in respect of the number of ordinary shares in the capital of the Company registered in their names at that time. Changes to entries on the Register for certificated or uncertificated shares of the Company after the Specified Time shall be disregarded in determining the rights of any person to attend or vote at the AGM. Should the AGM be adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned AGM. Should the AGM be adjourned for a longer period, to be so entitled, members must have been entered on the Register by 6.30pm on the day which is two business days prior to the adjourned AGM or, if the Company gives notice of the adjourned AGM, at the time specified in such notice.
7. Full details of the resolutions to be proposed at the AGM, with explanatory notes, are set out in the enclosed Notice of the Annual General Meeting.
8. Please indicate with an "X" in the boxes provided how you wish your vote to be cast. Unless otherwise instructed, the person(s) appointed as a proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting on any particular resolution and on any other business (including amendments to resolutions and any procedural business), which may come before the AGM.
9. If you appoint multiple proxies and wish to give them separate instructions to vote or abstain from voting, please indicate how you wish each proxy to vote or abstain from voting by writing in each appropriate box the name of the proxy and the number of ordinary shares to be voted or withheld from voting by him or her.
10. The 'Vote withheld' option on the Form of Proxy 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 votes 'For' and 'Against' a resolution.
11. Any alterations to this Form of Proxy should be initialed.
12. Completion and return of a Form of Proxy does not ordinarily prevent a member from attending and voting at an annual general meeting. However, in light of COVID-19, you are currently prohibited from attending, and will be refused entry to, the Annual General Meeting.
13. All Forms of Proxy must be signed, dated and returned to the Company's registrar, Equiniti Limited.
14. In the case of joint holders, only one need sign this Form of Proxy, but the vote of the senior 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 Company's register of members in respect of the joint holding.
15. To be valid the Form of Proxy (together with any authority under which it is executed or a copy of the authority certified by a notary) must be received by the Company's registrar, Equiniti Limited, no later than 2pm on 26 June 2020 or by no later than 48 hours, excluding non-business days, prior to the date of any adjourned meeting.
16. Please return the Form of Proxy using the enclosed envelope to: Equiniti Limited, FREEPOST RTHJ-CLLL-KBKU, Aspect House, Spencer Road, Lancing, West Sussex BN99 8LU. A stamp is not required if posted in Great Britain, Channel Islands or Northern Ireland.
17. If Equiniti Limited receive more than one valid Form of Proxy in respect of the same ordinary shares, they will accept the last one. They cannot accept Forms of Proxy returned by fax.
18. The CREST electronic proxy appointment service is available for this AGM. To use this service CREST members should transmit a CREST proxy instruction, utilising the procedures described in the CREST Manual, so as to reach the Company's registrar, Equiniti Limited, CREST participant ID RA19 by no later than 2pm on 26 June 2020 or in the case of any adjournment not later than 48 hours, excluding non-business days, before the time fixed for the adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which Equiniti Limited is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001. For further information relating to the CREST proxy system, please refer to the CREST manual (available via www.euroclear.com) and the notes to the Notice of the Annual General Meeting.