

JLG Group PLC

PROXY FORM

Proxy Form for use by shareholders at the Annual General Meeting (the “Meeting”) for the calendar year 2019 (the “2019 AGM”) to be held at 1 Charterhouse Mews, London, EC1M 6BB at 11:00 hrs on Friday 29th November 2019.

Issued 28 October 2019

Please read the Notice of the Meeting and the accompanying notes carefully before completing this Proxy Form.

As a shareholder of JLG Group PLC you have the right to attend, speak at and vote at the 2019 AGM. If you cannot, or do not want to attend the Meeting, but still want to vote, you can appoint someone to attend the Meeting and vote on your behalf. That person is known as a “proxy”. You can use this Proxy Form to appoint the Chairman of the Meeting, or someone else, as your proxy. Your proxy does not need to be a shareholder of the company. However, if your proxy is not a shareholder, he or she cannot speak at the Meeting except to ask for a poll or otherwise with the permission of the Chairman.

IF YOUR SHARES ARE HELD IN A NOMINEE ACCOUNT SUCH AS THE SHARE CENTRE OR REYKER SECURITIES YOU WILL BE WELCOME AT THE MEETING BUT YOU CANNOT VOTE UNLESS THE SHARE CENTRE OR REYKER SECURITIES APPOINT YOU AS PROXY. THIS IS BECAUSE YOUR SHARES ARE REGISTERED IN THE NAME OF YOUR NOMINEE. IF YOU COMPLETE A VOTING FORM YOUR VOTE WILL BE PASSED TO YOUR NOMINEE WHO WILL VOTE ON YOUR BEHALF.

DEBENTUREHOLDERS ARE WELCOME TO ATTEND THE MEETING AS OBSERVERS BUT ARE NOT ENTITLED TO SPEAK OR VOTE.

If you intend to attend the AGM you will need to bring photo ID with you. It is not essential but would help to speed the process if you notify your intention to info@thejust-group.com.

I/We,

Please complete using BLOCK CAPITALS

being a shareholder/shareholders of JLG Group PLC, appoint the Chairman of the Meeting or

Please complete using BLOCK CAPITALS

(see note 1) as my/our proxy to attend and, on a poll, to vote for me/us and on my/our behalf as indicated below at the Meeting and at any adjournment thereof (see notes 2, 3, 4, 5, 6 and 7).

Please clearly mark the boxes below to instruct your proxy how to vote.

	For	Against	Vote Withheld	Discretionary
1 To receive the Report and Accounts for the year ended 31 December 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To re-elect John Davies	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To re-elect Susanne Chishti	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To re-elect Michael Smith	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To re-elect Peter Ibbetson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 To appoint Jeffrey's Henry LLP as auditors at a remuneration to be determined by the Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 To authorise the Directors to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 To disapply pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 THAT article 22 of the Articles of Association be changed by the addition of a new sub clause	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If you post your Application Form, you are recommended to use first-class post and allow at least two days for delivery.

We authorise the Directors of JLG Group PLC or their agents to contact me/us* by telephone/fax/email* in connection with any queries arising in respect of this application.

Signature

Date Signed

Notes:

- 1 If you wish to appoint as a proxy a person (who need not be a member), other than the Chairman of the Meeting, please delete the words “the Chairman of the Meeting” and insert the name of the other person. All alterations made to this Proxy Form must be initialled by the signatory.
- 2 To be valid, this Proxy Form (together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such authority) must be deposited at the registered office of the Company at 1 Charterhouse Mews, London, EC1M 6BB by no later than 11 a.m on Wednesday 27th November 2019
- 3 Completion and return of this Proxy Form will not prevent you from attending in person and voting at the Meeting should you subsequently decide to do so.
- 4 If you wish your proxy to cast all of your votes for or against a resolution you should insert an “X” in the appropriate box. If you wish your proxy to cast only certain votes for and certain votes against, insert the relevant number of shares in the appropriate box. In the absence of instructions, your proxy may vote or abstain from voting as he or she thinks fit on the specified resolutions and, unless instructed otherwise, may also vote or abstain from voting as he or she thinks fit on any other business (including on a motion to amend a resolution, to propose a new resolution or to adjourn the Meeting) which may properly come before the Meeting
- 5 The “Vote Withheld” option is provided to enable you to instruct your proxy to abstain from voting on a particular resolution. A “Vote Withheld” is not a vote in law and will not be counted in the calculation of the proportion of the votes “For” or “Against” a resolution. The “Discretionary” option is provided to enable you to give discretion to your proxy to vote or abstain from voting on a particular resolution as he or she thinks fit.
- 6 In accordance with the permission in Regulation 41 of The Uncertificated Securities Regulations 2001 (SI 2001 No. 3755), only those holders of ordinary shares who are registered on the Company’s share register at 9.00 a.m. on Thursday 28 November 2019 shall be entitled to attend the above Annual General Meeting and to vote in respect of the number of shares registered in their names at that time. Changes to entries on the share register after 9.00 a.m. on Thursday 28 November 2019 shall be disregarded in determining the rights of any person to attend and/or vote at the Annual General Meeting.
- 7 This Proxy Form must be signed by the shareholder or his/her attorney. Where the shareholder is a corporation, the signature must be under seal or signed by a duly authorised representative. In the case of joint shareholders, any one shareholder may sign this Proxy Form or may vote in person at the Meeting. If more than one joint holder is present at the Meeting either in person or by proxy, that one of them whose name stands first in the register of members in respect of the share shall alone be entitled to vote (whether in person or by proxy) in respect of it.
- 8 A register of the interests of each director in shares of the Company and copies of the directors’ contracts of service are available for inspection at the registered office of the Company during usual business hours on any week day (Saturday, Sunday and public holidays excepted) up to and including the date of the 2019 AGM and then at the place of the meeting fifteen minutes prior to and until the close of the meeting.

JLG Group PLC

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* Please Delete where appropriate. † This is a necessary field.

