

INTOSOL HOLDINGS PLC
Proxy Form

I/We, _____ (insert full name in BLOCK CAPITALS)

of _____ (insert address in BLOCK CAPITALS)

_____ POSTCODE _____

being (a) holder(s) of ordinary shares in Intosol Holdings Plc appoint the Chairman of the meeting or the following person:

<i>Name</i>	<i>Number of Shares</i>

as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at the offices of Avenir Registrars 5 St John's Lane, London EC1M 4BH on Friday October 4, 2019 at 11:00 a.m. and at any adjournment of that meeting. I/We request my/our proxy to vote on the following resolutions as indicated below:

SPECIAL RESOLUTION	For	Against	Withheld
1. To authorise the directors to passport the reporting home state from Financial Conduct Authority ("FCA") UK to Commission de Surveillance du Secteur Financier ("CSSF") as the Issuer offices, mind and operations are in Germany with principal language is German;			
2. To authorise the directors to amend the articles of the Issuer so that the board has the authority to issue securities and debt instruments including entering into securitisation notes of illiquid assets in the future subject to rules, statutes and regulations that the Issuer is subject to. This includes issuing offering documents subject to approval by the regulator			
3. To approve all acts and deeds of the board prior to this special share-holders meeting.			

Please tick here if the proxy appointment is one of multiple appointments being made and state in the box above the number of shares to which this proxy relates.

SIGNATURE _____ **DATE** _____

NOTES

1. Every shareholder is entitled to appoint one or more proxies to attend, speak and vote in his or her stead. A proxy need not be a member of the Company. If a member wishes his proxy to speak on his behalf at the AGM, he will need to appoint his own choice of proxy (who is not the Chairman) and give instructions directly to the proxy. The completion and return of a form of proxy (or any CREST Proxy Instruction (as defined in Note 6 of the Notice of AGM)) will enable a shareholder to vote at the AGM without having to be present at the meeting, but will not preclude him from attending the AGM and voting in person if he should subsequently decide to do so.
2. 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.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box provided. If you sign and return this proxy form with no proxy name stipulated, the Chairman of the meeting will be deemed to be your proxy. 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 wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
4. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. 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.
5. To appoint a proxy using this form, the form must be:
 - completed and signed;
 - sent or delivered to the Company's Registrars at Avenir Registrars, 5 St John's Lane, Farringdon, EC1M 4BH, or by scan/email to Dr Hardeep Tamana: hardeep.tamana@avenir-registrars.co.uk , or by fax (see website www.avenir-registrars.co.uk); and
 - received by the Company no later than 11:00 a.m. on Tuesday 9 July 2019.In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
6. 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.
7. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
8. 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.
9. You may not use any electronic address provided in this form of proxy to communicate with the Company for any purpose other than those expressly stated.
10. To be valid, the enclosed form of proxy must be lodged with Avenir Registrars, 5 St John's Lane, Farringdon, EC1M 4BH not later than 48 hours before the time appointed for the holding of the AGM or at any adjournment thereof. CREST members who wish to appoint a proxy or proxies by utilising the proxy appointment service may do so for the AGM and any adjournment(s) of the meeting by using the procedures described in the CREST Manual (available via www.euroclear.com). CREST personal members or other CREST sponsored members (and those CREST members who have appointed a voting service provider) should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.
11. CREST members who wish to utilise the CREST electronic appointment service should first read Notes 5 and 6 of the Notice of AGM.
12. The Company specifies that only those Shareholders entered on the Register of Members of the Company at 11:00 a.m. on 9 July 2019 or in the event that the Annual General Meeting is adjourned, on the Register of Members 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting, shall be entitled to attend or vote at the Annual General Meeting in respect of the number of shares registered in their name at that time. Changes to the entries on the Register of Members after 11:00 a.m. on 9 July 2019 or, in the event that the Annual General

Meeting is adjourned, in the Register of Members 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting.

13. As at 14 June 2019 (being the last business day prior to the publication of the Notice of the AGM), the Company's issued share capital comprised 12,275,118 ordinary shares of £0.10 each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company at that time was 12,275,118.