

PARITY GROUP PLC

PROXY FOR THE ANNUAL GENERAL MEETING

for use at the Annual General Meeting of Parity Group plc (the "Company") to be held at 9.30 a.m. on 25 May 2017

I/We

being (a) member(s) of the Company, hereby appoint John Conoley (Chairman of the Company) or, failing him, such other person as may be appointed Chairman of the meeting, or (see note 10)

as my/our* proxy to attend, speak and vote on my/our* behalf at the Annual General Meeting of the Company to be held at 9.30 a.m. on 25 May 2017 and at any adjournment thereof in connection with the following resolutions of which notice has been given.

* delete as appropriate

Number of shares (if not your full voting entitlement)

Please tick here if this proxy appointment is one of multiple proxy appointments (see note 11)

Please indicate your instructions by marking the "For", "Against" or "Vote withheld" boxes in black ink like this

In the absence of any specific directions, the proxy will abstain or vote at his or her discretion, as he or she will on any other business which comes before the meeting.

Ordinary Business	For	Against	Vote withheld	Ordinary Business	For	Against	Vote withheld
1. To receive the accounts	<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"/>
2. To approve the remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Special resolutions			
3. To re-elect Mr J Conoley as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8. To partially disapply statutory pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Mr D Firth as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. To authorise the Company to make market purchases of its own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-appoint KPMG LLP as auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6. To authorise the directors to determine the auditors remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

Date Signature(s)

Intention to attend the meeting

If you wish to attend the Parity Group plc Annual General Meeting on 25 May 2017, please indicate here and return this card.

Notes:

1. 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 the Annual General Meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. To appoint a proxy using this form, the form must be:
 - completed and signed;
 - sent or delivered to the offices of the Company's registrars, Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA; and
 - received by the Company's registrars no later than 9.30 a.m. on 23 May 2017, being two working days before the time of the Annual General Meeting.
3. Any alteration made to this form of proxy should be initialled.
4. Any power of attorney or any other authority under which this form of proxy is signed (or a duly certified copy of such power or authority) must be included with the form of proxy.
5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using 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.
6. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("Euroclear UK & Ireland") specifications and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by the latest time for the receipt of proxy appointments specified in note 2 above. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
7. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK and Ireland does not make available special procedures in CREST for any particular message. 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) 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 timing.
8. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertified Securities Regulations 2001.
9. Appointment of a proxy does not preclude you from attending the Annual General Meeting and voting in person.
10. A proxy does not need to be a member of the Company but must attend the Annual General Meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the space provided. If you sign and return this form of proxy with no name inserted in the space provided, 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 Annual General Meeting and are aware of your voting intentions. Please note the Company is under no obligation to check whether any proxy appointed by you (other than the Chairman) votes in accordance with your instructions. 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.
11. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. In order to appoint more than one proxy, you should contact the registrars' helpline on 0371 384 2382 or you may photocopy this form. Lines are open 8.30 a.m. to 5.30 p.m. Monday to Friday (excluding UK public holidays). If calling from overseas the helpline number is +44 (0)121 415 7047. Please indicate in the box overleaf the number of shares in relation to which he or she is authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
12. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. 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.
13. In the case of a member which is a company, this form of proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
14. 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).

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