

# FORM OF PROXY FOR NON-IN-SCOPE MEMBERS

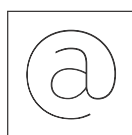


## The Medical and Dental Defence Union of Scotland (MDDUS)

### Form of proxy for the Non-In-Scope Members Court Meeting to be held at 10:30 a.m. on 11 February 2020 or as soon as reasonably practical following the conclusion of the In-Scope Members Court Meeting (and at any adjournment thereof)

Please read the explanatory notes (overleaf) before completing this form of proxy. For use by Non-In-Scope Members entitled to vote at the Non-In-Scope Members Court Meeting.

#### Appoint your proxy using one of the following methods:

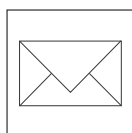


#### VOTE ONLINE

Go to:

[www.cesvotes.com/mddus20](http://www.cesvotes.com/mddus20)

Security Code Part One



#### VOTE BY POST

Please complete and return this form of proxy in the pre-paid envelope provided

Security Code Part Two

I, being a Non-In-Scope Member, hereby appoint:

the chair of the Non-In-Scope Members Court Meeting

OR

the person named below **(see Note 4)**:

Full Name

*(leave this box blank if you want to appoint the chair of the Non-In-Scope Members Court Meeting as your proxy)*

to be my proxy to exercise all or any of my rights to attend, speak and vote on my behalf at the Non-In-Scope Members Court Meeting convened pursuant to an order of the Court under Part 26 of the Companies Act 2006 to be held at Kimpton Blythswood Square Hotel, 11 Blythswood Square, Glasgow G2 4AD at 10:30 a.m. on 11 February 2020 or as soon as reasonably practical following the conclusion of the In-Scope Members Court Meeting and at any adjournment thereof.

I appoint my proxy to attend, speak and cast one vote in the manner indicated below.

If you wish to vote for the Scheme, put an 'X' in the box marked "FOR", or if you wish to vote against the Scheme, put an 'X' in the box marked "AGAINST".

Resolution	FOR	AGAINST
To approve the scheme of arrangement between MDDUS and the Scheme Members	<input type="checkbox"/>	<input type="checkbox"/>

Please return this form of proxy to Civica Election Services using the pre-paid envelope provided with this form of proxy, or to Civica Election Services, The Election Centre, 33 Clarendon Road, London N8 ONW, not later than 10:30 a.m. on 7 FEBRUARY 2020. The form of proxy may also be handed to Civica Election Services, on behalf of the chair of the Non-In-Scope Members Court Meeting, before the start of the Non-In-Scope Members Court Meeting.

Signature

Date

**(see Note 8 overleaf)**



## Notes:

1. Full details of the resolution to be proposed at the Non-In-Scope Members Court Meeting, with explanatory notes, are set out in the Notice of the Court Meetings provided with this form of proxy. Further details of the Scheme are set out in the circular relating to the Scheme published by MDDUS on 20 January 2020 (**Scheme Circular**) and is available to view and download at [www.mddus.com/scheme](http://www.mddus.com/scheme). Terms defined in the Scheme Circular shall apply to this form of proxy unless the context otherwise requires.
2. Entitlement to attend and cast one vote at the Non-In-Scope Members Court Meeting, or any adjournment thereof, shall be determined by reference to those members identified by MDDUS as Non-In-Scope Members on its Register of Members at 5:00 p.m. on 7 February 2020, or if the meeting is adjourned, on the day which is two Business Days before the date of such adjourned meeting. In each case, changes to the Register of Members after that time shall be disregarded.
3. For your proxy appointment to be valid, you must either: (i) complete, sign and return this form of proxy to Civica Election Services using the pre-paid envelope provided with this form of proxy or to Civica Election Services, The Election Centre, 33 Clarendon Road, London N8 0NW or (ii) appoint a proxy online by going to [www.cesvotes.com/mddus20](http://www.cesvotes.com/mddus20). In each case, not less than two Business Days before the time of the Non-In-Scope Members Court Meeting (in other words, by 10:30 a.m. on 7 February 2020) or, as the case may be, the adjourned Non-In-Scope Members Court Meeting. This form of proxy may also be handed to Civica Election Services, on behalf of the chair of the Non-In-Scope Members Court Meeting, before the start of the Non-In-Scope Members Court Meeting (or, as the case may be, the adjourned Non-In-Scope Members Court Meeting) and it will still be valid.
4. A Non-In-Scope Member may appoint a proxy, who need not be a Scheme Member to exercise all or any of his or her rights to attend, speak and vote on his or her behalf. If you sign and return this form of proxy with no name inserted in the space provided, the chair of the Non-In-Scope Members Court Meeting will be deemed to be your proxy. To appoint as your proxy a person other than the chair of the Non-In-Scope Members Court Meeting, insert their full name in BLOCK CAPITALS in the space provided. Where you appoint as your proxy someone other than the chair of the Non-In-Scope Members Court Meeting, you are responsible for ensuring that he or she attends the meeting and that he or she is aware of your voting intentions. If you sign and return this form of proxy with your own name inserted in the space provided, it will be deemed that you will be attending the meeting in person to cast your vote, and if you do not attend your vote will not be counted.
5. If you are in any doubt about completing this form of proxy, please telephone the MDDUS helpline on +44 (0) 333 043 4444. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines will be open between 9:00 a.m. to 5:00 p.m., Monday to Friday excluding public holidays in Scotland. Different charges may apply to calls from mobile telephones. Calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Scheme nor give any legal or other professional advice.
6. Completion of this form of proxy or the appointment of a proxy online will not prevent a Non-In-Scope Member from attending and voting in person at the Non-In-Scope Members Court Meeting, or any adjournment thereof, if they so wish. If a Non-In-Scope Member appoints a proxy and then decides to attend the Non-In-Scope Members Court Meeting in person and vote using their poll card, then their vote in person will override the proxy vote.
7. A Non-In-Scope Member which is a company (a corporation) and which wishes to be represented at the Non-In-Scope Members Court Meeting, has the right to appoint in writing a corporate representative to attend and vote at the meeting. Corporate representatives have the same powers on behalf of the corporation which they represent as that corporation could exercise as if it were an individual Non-In-Scope Member. A corporate representative may be required to produce to Civica Election Services, on behalf of the chair of the Non-In-Scope Members Court Meeting, the written authority to attend and vote at the relevant meeting at any time before the start of the meeting.
8. In the case of an individual, this form of proxy must be signed by the individual or his or her attorney. In the case of a corporation, this form of proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised in writing.
9. Voting at the Non-In-Scope Members Court Meeting will be by poll which may be conducted as the chair of the Non-In-Scope Members Court Meeting shall determine. For the Non-In-Scope Members Court Meeting (or any adjournment thereof) to be properly convened, a quorum of six Non-In-Scope Members entitled to vote on the resolution proposed, each being a Non-In-Scope Member or, where the Non-In-Scope Member is a corporation, a duly authorised corporate representative, must be present in person or by proxy.
10. If you have any questions about appointing a proxy online, please telephone the Civica Election Services helpline on +44 (0) 20 8889 9203. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines will be open between 9:00 a.m. to 5:00 p.m., Monday to Friday excluding public holidays in England. Different charges may apply to calls from mobile telephones. Calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Scheme nor give any legal or other professional advice.