

**ATTENDANCE CARD AND FORM OF PROXY
TARSUS GROUP PLC –
COURT MEETING**

For use at the meeting convened by the Court (the "Court Meeting") of the independent holders of Scheme Shares (as defined in the scheme circular dated 17 June 2019 (the "Scheme Document") in respect of the proposed scheme of arrangement under Article 125 of the Companies (Jersey) Law 1991, as amended, among Tarsus Group PLC (the "Company" or "Tarsus") and the holders of the Scheme Shares) to be held at 1:00 p.m. on 11 July 2019 at The Malton Room, Radisson Blu Hotel, Dublin Airport, Dublin, Ireland.

Signature of person attending Barcode:

**FORM OF PROXY FOR THE COURT MEETING TO BE HELD AT THE MALTON ROOM, RADISSON BLU HOTEL, DUBLIN AIRPORT, DUBLIN, IRELAND ON 11 JULY 2019 AT 1:00 P.M.
FOR USE BY INDEPENDENT SCHEME SHAREHOLDERS ENTITLED TO VOTE AT THE COURT MEETING**

Barcode:

I/We, being an Independent Scheme Shareholder entitled to vote at the Court Meeting, hereby appoint the Chairman of the Court Meeting or:

Name of Proxy (note 5)

Number of Scheme Shares proxy appointed over (note 6)

as my/our proxy to attend and vote on our behalf on the resolution to be proposed at the Court Meeting.

I/We wish the proxy to be used as shown below (note 2):

Please indicate here if you are appointing more than one proxy (note 6)

IMPORTANT: If you wish to vote for the Scheme, sign your name in the box marked "FOR the Scheme". If you wish to vote against the Scheme, sign your name in the box marked "AGAINST the Scheme". Only insert your signature once. If you sign both boxes, or if you do not sign in either box, then this BLUE Form of Proxy will be invalid. Joint Scheme Shareholders should refer to explanatory note 12.

Please sign in the appropriate box to indicate how you wish to vote

FOR the Scheme

AGAINST the Scheme

Please indicate here if you plan to attend the Court Meeting

This form is issued to the addressee(s) and is specific to the unique designated account printed on it. This personalised form is therefore not transferable between different account holders or uniquely designated accounts. The Company accepts no liability for any instruction that does not comply with these conditions.

This Form of Proxy must be executed by or on behalf of the Scheme Shareholder making the appointment. A corporation may execute this Form of Proxy either under its common seal or under the hand of an officer, attorney or other person duly authorised by the corporation (note 4).

Date:

If signing on behalf of a company, please enter the company name below in block letters and state your official capacity.

Company name:

Official capacity:

Explanatory Notes:

- Full details of the resolution to be proposed at the Court Meeting, together with explanatory notes, are set out in the notice of Court Meeting contained in Part 8 of the Scheme Document. Before completing this BLUE Form of Proxy, please also read the section entitled "Action to be Taken" set out on pages 2 to 4 of the Scheme Document. Terms defined in the Scheme Document shall apply equally in this BLUE Form of Proxy, unless the context otherwise requires.
- Independent Scheme Shareholders entitled to attend and vote at the Court Meeting may vote in person at such meeting or they may appoint another person or persons, whether a member of the Company or not, as their proxy or proxies, to exercise all or any of their rights to attend, speak and vote at the Court Meeting. As an alternative to appointing a proxy, any Scheme Shareholder which is a corporation may vote by a corporate representative. Unless otherwise instructed, a person appointed as proxy will exercise his/her discretion as to any other business (including amendments to the Scheme and any procedural business, including any resolution to adjourn) which may come before the Court Meeting.
- It is requested that this BLUE Form of Proxy (together with any power of attorney or other authority, if any, under which it is signed, or a notarially certified copy thereof) be returned to the Company's registrar, Link Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4TU, by post or (during normal business hours only) by hand, not later than 1:00 p.m. on 9 July 2019 or, in the case of an adjournment of the Court Meeting, not later than 48 hours before the time appointed for the adjourned Court Meeting, excluding any part of a day that is not a business day. However, if not so lodged, BLUE Forms of Proxy (together with any such authority, if applicable) may be handed to the Chairman of the Court Meeting, or to a representative of Link Asset Services on behalf of the Chairman, at the Court Meeting and will still be valid.
- This BLUE Form of Proxy (i) in the case of an individual, must either be signed by the appointor or his attorney and (ii) in the case of a corporation, must be either given under its common seal or be signed on its behalf by an attorney or a duly authorised officer of the corporation. Any signature on or authentication of such appointment need not be witnessed.
- If you do not wish to appoint the Chairman of the Court Meeting as your proxy, add in block capitals the name of your chosen proxy in the empty box provided. Please leave that box empty if you wish to appoint the Chairman of the Court Meeting as your proxy.
- Independent Scheme Shareholders are entitled to appoint a proxy in respect of some or all of their Scheme Shares and may also appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to a different Scheme Share or Scheme Shares held by that Independent Scheme Shareholder. A space has been included in this BLUE Form of Proxy to allow Independent Scheme Shareholders to specify the number of shares in respect of which that proxy is appointed. Independent Scheme Shareholders who return this BLUE Form of Proxy duly executed but leave this space blank shall be deemed to have appointed the proxy in respect of all their Scheme Shares. Independent Scheme Shareholders who wish to appoint more than one proxy in respect of their holding of Scheme Shares should contact Link Asset Services for further Forms of Proxy (or photocopy this BLUE Form of Proxy).
- Independent Scheme Shareholders who hold Scheme Shares in uncertificated form through CREST and wish to appoint a proxy or proxies by using the CREST electronic proxy appointment service may do so 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(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- 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's specifications and must contain the information required for such instructions, as described in the CREST Manual. 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 Link Asset Services (issuer's agent ID RA10) not later than 48 hours before the time fixed for the Court Meeting (or, in the case of adjournment(s), not later than 48 hours before the time fixed for the adjourned Court Meeting), in each case excluding any part of a day that is not a business day. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Link Asset Services is able to retrieve the message by enquiry to CREST in the manner required by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to Link Asset Services through other means.

(continued overleaf)

**ATTENDANCE CARD AND FORM OF PROXY
TARSUS GROUP PLC –
GENERAL MEETING**

For use at the general meeting of Tarsus Group plc (the "Company" or "Tarsus") to be held at The Malton Room, Radisson Blu Hotel, Dublin Airport, Dublin, Ireland on 11 July 2019 at 1:15 p.m., or as soon as reasonably practicable thereafter as the Court Meeting (as defined in the Scheme Document) shall have been concluded or adjourned.

Signature of person attending Barcode:

**FORM OF PROXY FOR THE GENERAL MEETING OF THE COMPANY TO BE HELD AT THE MALTON ROOM, RADISSON BLU HOTEL, DUBLIN AIRPORT, DUBLIN, IRELAND ON 11 JULY 2019 AT 1:15 P.M., OR AS SOON AS REASONABLY PRACTICABLE THEREAFTER AS THE COURT MEETING (AS DEFINED IN THE SCHEME DOCUMENT) SHALL HAVE BEEN CONCLUDED OR ADJOURNED
FOR USE BY TARSUS SHAREHOLDERS ENTITLED TO VOTE AT THE GENERAL MEETING**

Barcode:

I/We, being a Tarsus Shareholder entitled to vote at the General Meeting, hereby appoint the Chairman of the General Meeting or:

Name of Proxy (note 6)

Number of shares proxy appointed over (note 8)

as my/our proxy to attend and vote on our behalf on the Resolutions to be proposed at the General Meeting.

I/We wish the proxy to be used as shown below (note 20):

Please indicate here if you are appointing more than one proxy (note 9)

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

SPECIAL RESOLUTION

To implement the Scheme, as set out in the notice of General Meeting, including the amendments to the articles of association of the Company.

For	Against	Vote Withheld
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

ORDINARY RESOLUTION

To approve the rollover arrangements, as summarised in Part 1 (Letter from the Chairman of the Committee of Independent Tarsus Directors) of the Scheme Document, in, or substantially in, such form for the purposes of Rule 16 of The City Code on Takeovers and Mergers, notwithstanding that such arrangements are not extended to all shareholders of the Company.

<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
-------------------------------------	-------------------------------------	-------------------------------------

Please indicate if you plan to attend the General Meeting

This form is issued to the addressee(s) and is specific to the unique designated account printed on it. This personalised form is therefore not transferable between different account holders or uniquely designated accounts. The Company accepts no liability for any instruction that does not comply with these conditions.

This Form of Proxy must be executed by or on behalf of the shareholder making the appointment. A corporation may execute this Form of Proxy either under its common seal or under the hand of an officer, attorney or other person duly authorised by the corporation (note 5).

Signature:

Date:

If signing on behalf of a company, please enter the company name below in block letters and state your official capacity.

Company name:

Official capacity:

Explanatory Notes:

- Full details of the resolutions to be proposed at the General Meeting, together with explanatory notes, are set out in the notice of General Meeting contained in Part 9 of the scheme circular of the Company dated 17 June 2019 (the "Scheme Document"). Before completing this WHITE Form of Proxy, please also read the section entitled "Action to be Taken" set out on pages 2 to 4 of the Scheme Document. Terms defined in the Scheme Document shall apply equally in this WHITE Form of Proxy, unless the context otherwise requires.
- Only those shareholders registered in the register of members of the Company as at 6:30 p.m. on 9 July 2019 (or, in the event of any adjournment, on the date which is two days before the time of the reconvened meeting) shall be entitled to attend or vote at the General Meeting in respect of the number of ordinary shares registered in their name at that time. Changes to entries in the register of members after that time will be disregarded in determining the right of any person to attend or vote at the General Meeting.
- Every shareholder entitled to attend and vote at the General Meeting is entitled to appoint one or more proxies to exercise all or any of his rights to attend, speak and, on a poll, to vote instead of that shareholder.
- To be valid, this WHITE Form of Proxy (together with any power of attorney or other authority, if any, under which it is signed, or a notarially certified copy thereof) must be returned to the Company's registrar, Link Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4TU, by post or (during normal business hours only) by hand, not later than 1:15 p.m. on 9 July 2019 or, in the case of an adjournment of the General Meeting, not later than 48 hours before the time appointed for the adjourned General Meeting, excluding any part of a day that is not a business day. If the WHITE Form of Proxy is not returned by the time stated above, it will be invalid.
- This WHITE Form of Proxy (i) in the case of an individual, must either be signed by the appointor or his attorney and (ii) in the case of a corporation, must be either given under its common seal or be signed on its behalf by an attorney or a duly authorised officer of the corporation. Any signature on or authentication of such appointment need not be witnessed.
- If you do not wish to appoint the Chairman of the General Meeting as your proxy, add in block capitals the name of your chosen proxy in the empty box provided. Please leave that box empty if you wish to appoint the Chairman of the General Meeting as your proxy.
- Completion and return of a WHITE Form of Proxy, or the appointment of a proxy electronically using CREST (or any other procedure described below), will not prevent a shareholder from attending, speaking and voting in person at the General Meeting, or any adjournment thereof, if such shareholder wishes and is entitled to do so.
- If the proxy is being appointed in relation to part of your holding only, enter the number of shares over which they are authorised to act as your proxy in the box next to the proxy's name. If this box is left blank, they will be authorised in respect of your full voting entitlement.
- To appoint more than one proxy, you should obtain additional WHITE Forms of Proxy from the Company's registrar, Link Asset Services, or you may photocopy this WHITE Form of Proxy. Please ensure you specify the number of shares over which each proxy can act, as described in note 8 above.
- Any person to whom the document of which this notice forms part is sent who is a person nominated under article 153 of the Company's articles of association to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
- The statement of the rights of shareholders in relation to the appointment of proxies in these notes does not apply to Nominated Persons. Such rights can be exercised only by shareholders of the Company.
- As at 6:00 p.m. on 14 June 2019 (being the latest practical date prior to the publication of the Scheme Document), the Company's issued share capital consisted of 123,031,170 ordinary shares of five pence each, carrying one vote each. Therefore, the total voting rights in the Company as at 14 June 2019 were 123,031,170.
- Shareholders who hold shares in uncertificated form through CREST and wish to appoint a proxy or proxies by using the CREST electronic proxy appointment service may do so 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(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

(continued overleaf)

Explanatory Notes (continued)

14. 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's specifications and must contain the information required for such instructions, as described in the CREST Manual. 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 Link Asset Services (Issuer's agent ID RA10) not later than 48 hours before the time fixed for the Court Meeting (or, in the case of adjournment(s), not later than 48 hours before the time fixed for the adjourned Court Meeting), in each case excluding any part of a day that is not a working day. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Link Asset Services is able to retrieve the message by enquiry to CREST in the manner required by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to Link Asset Services through other means.
15. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. 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), to procure that his or her CREST sponsor or 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. For this purpose, 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 timings.
16. The Company may treat as invalid a CREST Proxy Instruction in accordance with Article 34 of the Companies (Uncertificated Securities) (Jersey) Order 1999, as amended from time to time.
17. Any person permitted to speak at the General Meeting has the right to ask questions relevant to the business of the General Meeting. The Company must cause to be answered any such question relating to the business being dealt with at the General Meeting but no such answer need be given if (i) to do so would interfere unduly with the preparation for the General Meeting or involve the disclosure of confidential information, (ii) the answer has already been given on a website in the form of an answer to a question or (iii) it is undesirable in the interests of the Company or the good order of the General Meeting that the question be answered.
18. Members may not use any electronic address provided either in the notice of General Meeting or any related documents (including this WHITE Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

19. All resolutions to be put to the General Meeting will be voted on by a poll and not by a show of hands. Only Independent Tarsus Shareholders may vote on resolution 2. Members and proxies will be asked to complete a poll card to indicate how they wish to cast their votes. These cards will be collected at the end of the General Meeting. The results of the poll will be published on the Company's website and announced by the Company once the votes have been counted and verified.
20. An abstention option has been included on this WHITE Form of Proxy. 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 resolutions. Unless otherwise instructed, the person appointed as proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting on the resolutions and on any other business (including amendments to the resolutions and any procedural business, including any resolution to adjourn) which may come before the General Meeting.
21. In the case of joint holders of shares, the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s). For this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
22. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member, provided that they do not do so in relation to the same share.
23. Where two or more WHITE Forms of Proxy are delivered for use in respect of the same shares, the one which has been delivered last (regardless of the date on which it was signed) shall be treated as the valid form. If it is not possible to determine the order of delivery, none of the WHITE Forms of Proxy will be treated as valid.
24. Copies of the Company's existing articles of association and copies of the articles of association as proposed to be amended by the special resolution set out in the notice of General Meeting are available for inspection at Macfarlanes LLP, 20 Cursitor Street, London EC4A 3LT, and at the Company's registered office at 44 Esplanade, St Helier, Jersey JE4 9WG, until the opening of business on the day on which the General Meeting is held and will also be available for inspection at the place of the General Meeting for at least 15 minutes prior to the General Meeting.
25. If you have any questions relating to this WHITE Form of Proxy, please telephone Link Asset Services on 0371 664 0321 (from within the UK) or +44 (0)371 664 0321 (from outside the UK). Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9:00 a.m. and 5:30 p.m., Monday to Friday, excluding public holidays in England and Wales. Please note that Link Asset Services cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.
26. All references to times in this WHITE Form of Proxy are to London time, unless otherwise stated.

Explanatory Notes (continued)

9. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. 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), to procure that his or her CREST sponsor or 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. For this purpose, 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 timings. The Company may treat as invalid a CREST Proxy Instruction in accordance with Article 34 of the Companies (Uncertificated Securities) (Jersey) Order 1999, as amended from time to time.
10. Completion and return of a BLUE Form of Proxy, or the appointment of a proxy electronically using CREST (or any other procedure described above), will not prevent an Independent Scheme Shareholder from attending, speaking and voting in person at the Court Meeting, or any adjournment thereof, if such Independent Scheme Shareholder wishes and is entitled to do so.
11. Entitlement to attend, speak and vote at the Court Meeting (or any adjournment thereof) and the number of votes which may be cast will be determined by reference to the register of members of the Company at 6:30 p.m. on the day which is two business days prior to the date of the Court Meeting or, if the Court Meeting is adjourned, 6:30 p.m. on the day which is two business days before the day of such adjourned meeting (the "Voting Record Time"). Changes to the register of members after the Voting Record Time shall be disregarded in determining the rights of any person to attend, speak and vote at the Court Meeting or any adjournment thereof (as the case may be).
12. In the case of joint holders of Scheme Shares, the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s). For this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
13. The Court has appointed Neville Buch or, failing him, David Gilbertson or, failing him, Robert Ware to act as Chairman of the Court Meeting and has directed the Chairman to report the result thereof to the Court.
14. Where two or more BLUE Forms of Proxy are delivered for use in respect of the same shares, the one which has been delivered last (regardless of the date on which it was signed) shall be treated as the valid form. If it is not possible to determine the order of delivery, none of the BLUE Forms of Proxy will be treated as valid.
15. You may not use any electronic address provided either in the notice of Court Meeting or any related documents (including this BLUE Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.
16. If you have any questions relating to this BLUE Form of Proxy, please telephone Link Asset Services on 0371 664 0321 (from within the UK) or +44 (0)371 664 0321 (from outside the UK). Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9:00 a.m. and 5:30 p.m., Monday to Friday, excluding public holidays in England and Wales. Please note that Link Asset Services cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.
17. All references to times in this BLUE Form of Proxy are to London time, unless otherwise stated.

Business Reply Plus
Licence Number
RLUB-TBUX-EGUC



PXS 1
34 Beckenham Road
BECKENHAM
BR3 4ZF



Business Reply Plus
Licence Number
RLUB-TBUX-EGUC



PXS 1
34 Beckenham Road
BECKENHAM
BR3 4ZF

