

Form of Instruction - Annual General Meeting to be held on 29 August 2018

To be effective, all forms of instruction must be lodged at the office of the Depository
Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 23 August 2018 at 6.00 pm.

Explanatory Notes:

1. Please indicate, by placing 'X' in the appropriate space overleaf, how you wish your votes to be cast in respect of each of the Resolutions. If this form is duly signed and returned, but without specific direction as to how you wish your votes to be cast, the form will be rejected.
2. The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular Resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a Resolution.
3. To give an instruction via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 6.00pm on 23 August 2018. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid an appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
4. Any alterations made in this form should be initialled.
5. The completion and return of this form will not preclude a member from attending the meeting and voting in person. Should the holder, or a representative of that holder wish to attend the meeting and/or vote at the meeting, they must notify the Depository in writing or email !UKALLDITeam2@computershare.co.uk
6. Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Depository Interest Register at close of business on 23 August 2018. Changes to entries on the Depository Interest Register after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

All Named Holders

Form of Instruction



Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



C000000000

I/We hereby instruct the Custodian "Computershare Company Nominees Limited" to vote on my/our behalf at the Annual General Meeting of the Company to be held at **375 Park Avenue, 21st Floor, New York, New York 10152, USA, on 29 August 2018 at 1:00 pm (EST).**

Ordinary Resolutions	For	Against	Vote Withheld
1. THAT the Directors' Report and Accounts and the Auditors' Report for the financial year ended 31 December 2017 be and are received.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. THAT Mr. Robert E. Diamond, Jr. be re-appointed as a director of the Company until the conclusion of the next annual general meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. THAT Ms. Rachel F. Robbins be re-appointed as a director of the Company until the conclusion of the next annual general meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. THAT Ms. Olufunke Opeke be re-appointed as a director of the Company until the conclusion of the next annual general meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. THAT Mr. Amadou Raimi be re-appointed as a director of the Company until the conclusion of the next annual general meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. THAT Mr. Eduardo Chivambo Mondlane, Jr. be re-appointed as a director of the Company until the conclusion of the next annual general meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. THAT following the appointment of Mr. Michael Wilkerson, as a director of the Company, effective 2 October 2017, his appointment be approved until the conclusion of the next annual general meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. THAT following the appointment of Mr. Richard Boucher, as a director of the Company, effective 2 October 2017, his appointment be approved until the conclusion of the next annual general meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. THAT following the appointment of Mr. Hisham Ezz Al-Arab, as a director of the Company, effective 2 October 2017, his appointment be approved until the conclusion of the next annual general meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. THAT following the appointment of Mr. Simon Lee, as a director of the Company, effective 24 April 2018, his appointment be approved until the conclusion of the next annual general meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. THAT following the stepping down of Mr. Ashish J. Thakkar, as a director of the Company, effective 2 October 2017, his resignation from the board of the Company, be noted and ratified.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. THAT following the stepping down of Mr. Tonye Cole, as a director of the Company, effective 2 October 2017, his resignation from the board of the Company, be noted and ratified.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. THAT following the stepping down of Mr. Quinn McLean, as a director of the Company, effective 24 April 2018, his resignation from the board of the Company, be noted and ratified.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. THAT KPMG Inc. be re-appointed as auditors of the Company to hold office from the conclusion of this annual general meeting until the conclusion of the next annual general meeting on such remuneration and terms of engagement as may be fixed by the Board.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolution			
15. THAT pursuant to article 3.11 of the Articles, the directors be and are given the power to issue equity securities of any class as if the provisions of article 3.2 of the Articles do not apply to the issue of such equity securities.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

Date

DD / MM / YY

In the case of joint holders, only one holder need sign. In the case of a corporation, the Form of Instruction should be signed by a duly authorised official whose capacity should be stated, or by an attorney.

