

# FORM OF PROXY

## JOHN LAING ENVIRONMENTAL ASSETS GROUP LIMITED

*(a closed-ended company incorporated in Guernsey under The Companies (Guernsey) Law, 2008 with registered no. 57682)*

Sarnia House, Le Truchot, St Peter Port, Guernsey GY1 4NA  
Tel: +44 (0) 1481 737600 Fax: +44 (0) 1481 749829

### EXTRAORDINARY GENERAL MEETING

on 6 July 2015 at 10.00 a.m.

I/We (full name) .....  
being a member of John Laing Environmental Assets Group Limited (the “**Company**”), do hereby appoint the Chairman of the Extraordinary General Meeting (“**EGM**”), or

.....  
.....  
*(name and address of proxy in block capitals)*

as my/our proxy to attend, speak and on a poll, vote for me/us and on my/our behalf at the EGM of the Company to be held at Sarnia House, Le Truchot, St Peter Port, Guernsey GY1 4NA on 6 July 2015 at 10.00 a.m. or any adjournment thereof.

The proxy is to vote in respect of:

all of my Ordinary Shares/the number of Ordinary Shares specified below (delete as appropriate)

.....Ordinary Shares

Please tick here if this proxy appointment is one of multiple appointments being made as follows:

	FOR	AGAINST	VOTE WITHHELD
<b>SPECIAL BUSINESS:</b>			
<b>Special Resolution</b>			
<p>THAT pursuant to Article 7.7 of the Articles, the provisions of Article 7.2 of the Articles shall not apply and shall be excluded in relation to the allotment and issue of up to 209,405,940 New Shares (being the maximum number of New Shares that could be issued pursuant to the Issue and the Placing Programme in the aggregate) as Ordinary Shares and/or C Shares at the discretion of the Directors on a non-pre-emptive basis, provided that:</p> <p>(a) such disapplication and exclusion shall expire on 3 June 2016 (unless previously renewed, revoked or varied by the Company by special resolution); and</p> <p>(b) such disapplication and exclusion shall be limited to the allotment and issue of New Shares under the Issue and the Placing Programme, with capitalised terms in this resolution having the meaning given to them in the circular published by the Company on 4 June 2015.</p>			

**\*please complete either “For”, “Against” or “Vote withheld” for the resolution by marking “X” in the relevant box. If no indication is given, your proxy will have discretion to vote for or against or to abstain (including on any other matter which may properly come before the EGM) as he/she thinks fit.**

**If by an individual:**

**If for and on behalf of a corporation:**

Signed by: .....

Signed by: .....

Dated: .....2015

For and on behalf of: .....

Position: .....

Dated: .....2015

## NOTES TO THE FORM OF PROXY:

1. Only holders of Ordinary Shares, or their duly appointed representatives, are entitled to attend, speak and vote at the EGM provided that all calls due from him/her in respect of his/her shares have been paid. A member so entitled may appoint one or more proxies to attend, speak and vote instead of him/her, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him/her. The proxy may be an individual or a body corporate who need not be a member of the Company. A shareholder entitled to more than one vote need not, if he/she votes, use all his/her votes or cast all the votes he/she uses in the same way.
2. You may appoint one or more proxies of your choice. If you require any proxy other than the Chairman of the EGM, delete the words "the Chairman of the EGM, or", add the name of the proxy you wish to appoint and initial the alteration. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them. The proxy need not be a member of the Company and is entitled to speak and vote on any other business which may properly come before the EGM. If the proxy is being appointed in relation to less than your full voting entitlement, please enter where indicated on the form the number of shares in relation to which he or she is authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement.
3. To appoint more than one proxy (an) additional Form(s) of Proxy may be obtained by contacting Capita Asset Services on 0371 664 0321 or if calling from outside the UK on +44 (0) 208 639 3399. 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. We are open between 9.00 a.m. to 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Alternatively, you may copy this form. Please enter where indicated on the form the number of shares in relation to which the person appointed is authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All Forms of Proxy must be signed and dated and should be returned together in the same envelope.
4. The "Vote Withheld" option on the Form of Proxy is provided to enable you to abstain on any particular resolution. However, a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes "For" and "Against" a resolution.
5. This Form of Proxy must be signed and dated by the shareholder or his/her attorney duly authorised in writing. A corporation must seal the Form of Proxy or have it signed by an officer or attorney or any other person authorised to sign on its behalf.
6. Joint registered holders of shares shall not have the right of voting individually in respect of such share but shall elect one of their number to represent them and to vote whether in person or by proxy in their name. In default of such election the person whose name stands first on the register of members of the Company shall alone be entitled to vote.
7. If this Form of Proxy is returned without any indication as to how the person appointed proxy shall vote, he/she will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting (including on any other matter which may properly come before the EGM).
8. To be valid, this Form of Proxy must be completed and deposited, together with the power of attorney or any other authority (if any) under which it is signed, or a notarially certified copy of that power or authority, at the office of Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF as soon as possible and, in any event, not later than 10.00 a.m. on 2 July 2015 or, if applicable, not less than 48 hours before (excluding weekends and bank holidays) the time fixed for holding any adjournment of the EGM. Completion and return of a Form of Proxy will not preclude a member from attending, speaking and voting in person at the EGM.
9. To change your proxy instructions, simply submit a new proxy appointment using the method set out above. 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. Please note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
10. The termination of the authority of a person to act as proxy must be notified to the Company in writing.