

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or the action you should take, you are recommended to seek your own advice from your stockbroker, bank manager, solicitor, accountant or other professional adviser duly authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom, or another appropriately authorised independent adviser if you are in a territory outside the United Kingdom. All Shareholders are strongly advised to consult their professional advisers regarding their own tax position.**

This Tender Form should be read in conjunction with the document relating to the Tender Offer sent to Shareholders of the Company on 20 October 2015 (the "Circular"). Unless the context otherwise requires, the definitions used in the Circular apply to this Tender Form.

If you have sold or transferred all your Shares, please send this document immediately to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee. If you have sold part only of your holding of Shares, please contact the stockbroker, bank or other agent through whom the sale or transfer was effected as to the actions you should take the Tender Offer is not being made directly or indirectly to Shareholders in Restricted Jurisdictions. The Tender Offer is not being made in or into or by use of mails or by any means or instrumentality (including, without limitation, facsimile transmission, internet and telephone) of interstate or foreign commerce, or any facility of a national securities exchange, the United States of America, nor will it be made directly or indirectly in or into any Restricted Jurisdiction and the Tender Offer cannot be accepted by any such use, means, instrumentality or facility or from within a Restricted Jurisdiction.

## **Shore Capital Group Limited Tender Form**

**For use only by certificated shareholders in respect of the Tender Offer  
to purchase Shares of Shore Capital Group Limited**

**IF YOU DO NOT WISH TO SELL ANY OF YOUR SHARES IN THE TENDER OFFER, DO NOT  
COMPLETE OR RETURN THIS TENDER FORM**

### **ACTION TO BE TAKEN IF YOU WISH TO TAKE UP THE TENDER OFFER**

- The Tender Offer is in respect of an offer to purchase Shares at the Tender Price for each Share
- To tender Shares you should complete Box 2 (on page 3) of this Tender Form
- Sign Box 3 (on page 3) in the presence of a witness, who must be over 18 years of age and who must also sign and given his/her name and address
- If the Shares tendered are held jointly with others, all joint holders must sign
- Complete, if relevant, Box 4A and/or Box 4B (on page 3)
- Return this Tender Form, duly completed and signed together with, if you hold your Shares in certificated form, your Share certificate(s) or other document(s) of title, to the Receiving Agent, Computershare Investor Services (Guernsey) Limited, at c/o Corporate Actions Projects, Bristol, BS99 6AH or by hand (during normal business hours) to The Pavilions, Bridgwater Road, Bristol, BS13 8AE, as soon as possible and, in any event, so as to be received not later than 1.00 p.m. on 3 November 2015.

#### **Notes**

If your share certificate(s) is/are currently unavailable, please contact Computershare Investor Services (Guernsey) Limited by telephone on 0370 707 4040 (or +44 370 707 4040 if calling from outside the UK), or by writing to Computershare Investor Services (Guernsey) Limited, at c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, as soon as possible explaining your predicament. If a duplicate certificate is needed you may still participate in this Tender Offer but your realisation proceeds will not be released to you until any indemnity provisions for a duplicate certificate have first been satisfied.

If you hold your Shares in uncertificated form (that is, through CREST), you should NOT complete this Tender Form but instead should return the TTE instruction alone. Refer to paragraph 7 of Part III of the Circular for further instructions.

Please read Part III of the Circular, which sets out the terms and conditions of the Tender Offer which are deemed to be incorporated in, and form part of, this Tender Form.

A Tender Form returned postmarked in Australia, Canada, Japan, the Republic of South Africa or the United States, or otherwise appearing to the Company or its agents to have been sent from a Restricted Jurisdiction, may not be accepted as a valid tender.

If you have any questions on how to complete this Tender Form, please contact Computershare Investor Services (Guernsey) Limited on 0370 707 4040 (or + 44 370 707 4040 if calling from outside the UK). Please note that for our joint protection calls may be monitored or recorded.

Further copies of the Tender Form and the Circular are available from Computershare Investor Services (Guernsey) Limited.

**1****To Shore Capital Group Limited**

I/We, whose signature(s) appear(s) in Box 3, having received the Circular, hereby irrevocably offer to sell to the Company at the relevant Tender Price the number of Shares inserted in Box 2 (as applicable) and which Shares are recorded against my/our name(s) on the Register on the Tender Record Date, on the terms and subject to the conditions set out in Part III of the Circular and in this Tender Form, for settlement in cash. To the extent that my/our Shares are held in certificated form and my/our share certificate(s) is/are readily available, I/we enclose the share certificate(s) and/or other document(s) of title in respect of the Shares tendered.

**Please check these details:**

- Name(s) and address: If your name(s) and address are shown incorrectly on this Tender Form or on any of your share certificates see Note E on page 4.
- Registered holder of Shares: The first box opposite sets out (a) the total number of Shares recorded against your name(s) on the Register at close of business on 16 October 2015 and (b) your Entitlement (as referred to in the Circular) as at close of business on 16 October 2015. This is provided for information purposes only and Shareholders should note that their Entitlement will be calculated on the basis of the number of Shares recorded against their name(s) on the Register at close of business on 3 November 2015 (the "**Tender Record Date**").

**2****Election to Participate in the Tender Offer**

- Complete Box 2 to indicate the number of Shares that you wish to tender.
- You are entitled to tender 9.91% of your Shares ("**Entitlement**").
- You may tender more than your Entitlement, up to your entire shareholding, subject to the terms of the Tender Offer.

If you have signed Box 3 and not completed Box 2, you will be deemed to have accepted the offer in respect of your Entitlement of Shares.

**3****SIGNATURES**

If you wish to participate in the Tender Offer you **MUST** sign Box 3, regardless of which other Box(es) you complete. In the case of a joint holding, all the joint holders must sign.

By signing Box 3 you irrevocably undertake, represent, warrant and agree as provided in paragraph 13 of Part III of the Circular.

Each individual signing must do so in the presence of an independent witness, who must be over 18 years of age and should not be one of the joint registered holders or otherwise have any financial interest in the relevant Shares or in the proceeds resulting from the execution of this Tender Form. The witness should state his or her name and address and sign where indicated. The same person may witness each signature of joint holders.

If this Tender Form is not signed by the registered holder(s), insert the name(s) and the capacity (e.g. executor(s)) of the person(s) signing this Tender Form. You should deliver evidence of your authority in accordance with the Notes on page 4.

**Notes:**

**If you hold your Shares in certificated form, enclose your share certificate(s).**

**4****4A Alternative address for consideration and returned documents(s)**

If you want your consideration and/or other documents to be sent to someone other than the first-named registered holder at the address set out on page 3 below (e.g. your bank manager or stockbroker) you should complete Box 4A (but not with an address in Australia, Canada, Japan, the Republic of South Africa or the United States).

**4B Change of Address Details**

If the address in the pre-printed box at the top of page 3 has changed or is incorrect, please complete Box 4B with your new/correct address.



**TENDER FORM**  
**IF YOU DO NOT WISH TO SELL ANY OF YOUR SHARES IN THE TENDER OFFER**  
**DO NOT COMPLETE OR RETURN THIS FORM**



1

PLEASE COMPLETE IN BLOCK CAPITALS INSTRUCTIONS AND FURTHER NOTES ARE SET OUT ON PAGES 2 AND 4

Total Number of Shares held as at 16 October 2015	
Your Entitlement as at 16 October 2015	

Please note that the number of Shares quoted above may differ from your actual holding at the time of election

2

**ELECTION TO PARTICIPATE IN THE TENDER OFFER**

Please include the number of Shares you wish to tender in Box 2

2

You may tender more than your Entitlement, up to your entire shareholding, subject to the terms of the Tender Offer. If you have signed Box 3 and not completed Box 2, you will be deemed to have accepted the offer in respect of your Entitlement of Shares

If you hold any of the Shares tendered in uncertificated form (i.e. through CREST) you should send or procure the sending of a TTE instruction (as set out in Part III of the Circular) in respect of those Shares and the Company will treat such application as being in respect of those Shares.

3

**SIGN HERE TO PARTICIPATE IN THE TENDER OFFER**

**(a) Signature by the individual**

	Witnessed by	Witness name and address
First holder and Date <div style="border: 1px solid black; width: 100%; text-align: right; padding: 2px;">2015</div>	Signature <div style="border: 1px solid black; width: 100%; height: 20px;"></div>	Name and address <div style="border: 1px solid black; width: 100%; height: 20px;"></div>
Joint holder and Date: <div style="border: 1px solid black; width: 100%; text-align: right; padding: 2px;">2015</div>	Signature: <div style="border: 1px solid black; width: 100%; height: 20px;"></div>	Name and address <div style="border: 1px solid black; width: 100%; height: 20px;"></div>
Joint holder and Date: <div style="border: 1px solid black; width: 100%; text-align: right; padding: 2px;">2015</div>	Signature: <div style="border: 1px solid black; width: 100%; height: 20px;"></div>	Name and address <div style="border: 1px solid black; width: 100%; height: 20px;"></div>
Joint holder and Date: <div style="border: 1px solid black; width: 100%; text-align: right; padding: 2px;">2015</div>	Signature: <div style="border: 1px solid black; width: 100%; height: 20px;"></div>	Name and address <div style="border: 1px solid black; width: 100%; height: 20px;"></div>

Note: The signature of each registered holder should be witnessed and the witness must also sign and print his/her name and address where indicated.

PLEASE ENTER A DAYTIME TELEPHONE NUMBER (INCLUDING STD CODE) WHERE YOU CAN BE REACHED IN THE EVENT OF A QUERY ARISING FROM COMPLETION OF THIS TENDER FORM \_\_\_\_\_

**(b) Execution by a company**

Executed and delivered by:

_____ Name of company	_____ Signature of director	_____ Name of director
_____ Date		

PLEASE ENTER HERE A DAYTIME TELEPHONE NUMBER (INCLUDING STD CODE) WHERE YOU CAN BE REACHED IN THE EVENT OF A QUERY ARISING FROM COMPLETION OF THIS TENDER FORM \_\_\_\_\_

4

**4A ALTERNATIVE ADDRESS**

Addresses outside Australia, Canada, Japan, the Republic of South Africa or the United States to which consideration or returned documents should be sent, if not as set out above (to be written in BLOCK CAPITALS)

Name and Address

Post Code

**4B CHANGE OF ADDRESS**

New/Correct registered address (to be written in BLOCK CAPITALS)

Address

Post Code

PLEASE REMEMBER TO RETURN YOUR VALID SHARE CERTIFICATE(S) IN RESPECT OF THE SHARES THAT YOU WISH TO TENDER



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## FURTHER NOTES REGARDING THE COMPLETION AND LODGING OF THIS TENDER FORM

### A. Where a power of attorney has been granted

If a holder has executed a power of attorney, the attorney must sign this Tender Form. The original power of attorney (or a duly certified copy) must be lodged with this completed Tender Form with the Receiving Agent, Computershare Investor Services PLC, Corporate Actions Projects, Bristol, BS99 6AH, or by hand (during normal business hours) to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS13 8AE. No other signatures will be accepted. The Receiving Agent will note the power of attorney and return it as directed.

### B. If the sole holder has died

If probate or letters of administration has/have been registered with the Company's registrars this Tender Form must be executed by the personal representative(s) of the deceased, in the presence of a witness, and lodged with the Receiving Agent at Computershare Investor Services PLC, Corporate Actions Projects, Bristol, BS99 6AH, or by hand (during normal business hours) to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS13 8AE. If probate or letters of administration has/have been granted but has/have not been registered with the Company's registrars, the personal representative(s) should execute this Tender Form and lodge it with the Receiving Agent at the address above with the share certificate(s) and/or document(s) of title. A copy of the probate or letters of administration must be lodged as soon as possible thereafter and in any event by 1.00 p.m. on 3 November 2015 in order to validate this Tender Form.

### C. If one or more of the joint holders has died

This Tender Form is valid if executed by all the surviving holders, each in the presence of a witness, and lodged with the Receiving Agent at the address above, accompanied by the share certificate(s) and/or other document(s) of title, and, in all cases, a valid copy of the death certificate, probate or letters of administration in respect of the deceased joint holder.

### D. If you hold your Shares in certificated form and your share certificate(s) and/or other document(s) of title are held by your stockbroker, bank or other agent

If your share certificate(s) and/or other document(s) of title is/are held by your stockbroker, bank or other agent, complete this Tender Form and, if the share certificate(s) and/or other document(s) of title is/are readily available, deliver this completed Tender Form to your stockbroker, bank or other agent for lodging with the Receiving Agent at the address above, accompanied by the relevant share certificate(s) and/or document(s) of title. If the share certificate(s) and/or other document(s) of title is/are not readily available, please contact Computershare Investor Services PLC, by telephone on 0370 707 4040 (or +44 370 707 4040 if calling from outside the UK), or by writing to Computershare Investor Services PLC, Corporate Actions Projects, Bristol, BS99 6AH, as soon as possible.

### E. If you hold your Shares in certificated form and your name(s) or other particulars are shown incorrectly on the certificate

- **Incorrect name(s)** – complete and lodge this Tender Form with the correct name(s) accompanied by a letter from your bank, stockbroker or solicitor confirming that the person described on the certificate and the person who has executed this Tender Form are one and the same.
- **Incorrect address** – write the correct address in Box 4B of this Tender Form and lodge it together with an accompanying letter of explanation.
- **Change of name(s)** – lodge your marriage certificate or the relevant deed poll with this Tender Form for noting.

The Company reserves the right to treat as valid Tender Forms which are not received entirely in order (to be determined by the Company in its sole discretion) by 1.00 p.m. on 3 November 2015 and which are accompanied by the relevant Share certificate(s) and/or other document(s) of title or a satisfactory indemnity in lieu thereof in respect of the entire number of Shares tendered. If in the Company's determination (in its absolute discretion), Box 2 has not been validly completed (for example, if no number of Shares has been entered), provided that the Tender Form is otherwise in order and accompanied by all other relevant documents, the tender may be accepted as a valid tender.