

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. WHEN CONSIDERING WHAT ACTION YOU SHOULD TAKE, YOU ARE RECOMMENDED TO SEEK FINANCIAL ADVICE FROM YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER FINANCIAL ADVISER AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000 (AS AMENDED).**

If you sell or have sold or otherwise transferred all of your certificated Ordinary Shares, please immediately forward the accompanying Circular but not this personalised Tender Form to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. The Circular should not, however, be sent or transmitted in, or into, any Restricted Jurisdiction. If you have sold only part of your holding of your certificated Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

This Tender Form should be read in conjunction with and is subject to the accompanying circular dated 1 November 2019 relating to the Tender Offer (the "Circular"). The terms of the Circular are deemed to be incorporated in and form part of this Tender Form. Unless the context otherwise requires, the definitions used in the Circular apply in this Tender Form.

The Tender Offer is not being made, directly or indirectly, in or into, or by use of the mails of, or by any means or instrumentality (including, without limitation, facsimile transmission, internet, email, telex or telephone) of interstate or foreign commerce of, or any facility of a national state or other securities exchange of, the Restricted Jurisdictions and subject to certain exceptions cannot be accepted by any such use, means, instrumentality or facility or from within the Restricted Jurisdictions. Accordingly, this Tender Form is not being and must not be mailed or otherwise distributed or sent in or into the Restricted Jurisdictions. Persons receiving this Tender Form (including, without limitation, custodians, nominees and trustees) should not distribute, mail or send it in or into or from the Restricted Jurisdictions or use such mails or any such means, instrumentality or facility for any purpose directly or indirectly in connection with the Tender Offer, and so doing may invalidate any related purposed acceptance of the Tender Offer. Any person (including nominees, trustees and custodians) who would, or otherwise intends to, forward this Tender Form and Circular to any jurisdiction outside the United Kingdom should read paragraph 3 of Part 2 of the Circular before taking any action.

## **TENDER FORM**

# **CHECKIT PLC**

*(a company incorporated in England and Wales with registered number 00448274)*

**Proposed purchase of 2 in every 3 Ordinary Shares  
at 65 pence per share pursuant to a**

## **Tender Offer**

IF YOU **DO NOT** WISH TO PARTICIPATE IN THE TENDER OFFER,  
**DO NOT** COMPLETE AND RETURN THIS FORM

### **IF YOU WISH TO PARTICIPATE IN THE TENDER OFFER**

**If you hold Ordinary Shares in certificated form (that is, not in CREST), you should complete and sign page 3 of this Tender Form in accordance with the instructions set out on page 2 and then send this Tender Form, together with your share certificate(s) and/or other document(s) of title, by post in the accompanying pre-paid envelope (for use in the UK only) to Link Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU so as to arrive as soon as possible but in any event no later than 1.00 p.m. on 22 November 2019. Additional information regarding the completion of this Tender Form is provided on page 4. Except as provided in the Circular, a Tender Form, once lodged, will be irrevocable.**

If you have lost your share certificate(s) and/or other document(s) of title or they are not readily available, complete this Tender Form and return it as described above and forward the share certificate(s) and/or other document(s) of title as soon as possible thereafter and in any event so as to be received by Link Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by 1.00 p.m. on 22 November 2019.

**If you hold Ordinary Shares in uncertificated form (that is, in CREST), you should not complete this Tender Form, but should send a TTE Instruction in accordance with the instructions in the letter from the Chairman of the Company and paragraph 4.3 of Part 2 contained in the Circular so as to be received no later than 1.00 p.m. on 22 November 2019.**

**If you hold Ordinary Shares in both certificated and uncertificated form, you should complete this Tender Form in respect of your holding in certificated form. Similarly, you should complete a separate Tender Form for Ordinary Shares held in certificated form but under different designation. You can obtain further Tender Forms from Link Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU.**

A Tender Form received in an envelope postmarked in any of the Restricted Jurisdictions or otherwise appearing to the Company or their agents to have been sent from any of the Restricted Jurisdictions will not constitute a valid acceptance of the Tender Offer.

Please read carefully this Tender Form and Circular, the terms of which form part of this Tender Form. If you have any questions on how to complete this Tender Form or you need further copies of the Tender Form, please telephone Link Asset Services on 0371 664 0321. 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 are open between 9.00 a.m. to 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.

**HOW TO COMPLETE THIS FORM****1 REGISTERED ORDINARY SHAREHOLDER DETAILS**

If the name and/or address shown in Box 1 on page 3 are incorrect, please insert the correct details in BLOCK CAPITALS. Any changes to a name must be supported by appropriate documentation. If no name or address is shown in Box 1 on page 3, please insert in BLOCK CAPITALS the full name(s) and registered address(es) of the Qualifying Shareholder(s) to which this Tender Form relates. Unless you complete Box 6, the address shown in Box 1 is the address to which your payment (if relevant) and any documents will be sent.

**2 DAYTIME TELEPHONE NUMBER**

Insert in Box 2 your daytime telephone number, including the full dialling code, in case of queries relating to the completion of this Tender Form.

**3 NUMBER OF ORDINARY SHARES IN RESPECT OF WHICH YOU WISH TO ACCEPT THE TENDER OFFER**

If you wish to tender your Basic Entitlement (that is, 2 ordinary shares for every 3 held, please tick the box in Box 3).

Alternatively, you can tender a smaller or greater number of shares than your Basic Entitlement. If you wish to tender more Ordinary Shares than your Basic Entitlement then you should insert such higher number in Box 3 (a number which can be up to, but not exceed, your entire holding of Ordinary Shares). The number of Ordinary Shares tendered by you in excess of your Basic Entitlement will be dealt with in accordance with the terms of the Tender Offer. If you wish to tender less than your Basic Entitlement, please insert such lower number in Box 3.

**4A EXECUTION BY INDIVIDUALS**

You must sign and date in Box 4A in the presence of an independent witness, who must also sign where indicated, adding his or her name and address. In the case of a joint holding, all joint holders must sign and each of their signatures must be witnessed.

Witnesses must be over 18 years of age and should not be one of the joint holders (if any) or otherwise have any financial interest in the Ordinary Shares or in the proceeds resulting from a successful acceptance of the Tender Offer. The same person may witness the signature of one or more of the joint holders.

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

By signing Box 4A, you irrevocably undertake, represent, warrant and agree as provided in paragraph 5.1 of Part 2 to the Circular, including to the tender of the relevant number of your Ordinary Shares.

**4B EXECUTION BY A COMPANY**

Two directors, a director and the secretary or one director (provided his signature is witnessed) may sign this Tender Form on behalf of a company incorporated in Great Britain or such a company may execute under seal. If the holder is a company incorporated outside Great Britain, it must sign in accordance with the laws of its jurisdiction of incorporation. In all cases, execution must be expressed to be by the relevant company.

By signing Box 4B, you irrevocably undertake, represent, warrant and agree as provided in paragraph 5.1 of Part 2 to the Circular, including to the tender of the relevant number of your Ordinary Shares.

**5 OVERSEAS SHAREHOLDERS**

If you are unable to give the warranty relating to Overseas Shareholders in paragraph 5.1(j) of Part 2 to the Circular, YOU MUST PUT "YES" in BOX 5. If you do not put "YES" in Box 5, you will be deemed to have given the warranty.

**6 ALTERNATIVE ADDRESS TO WHICH THE CASH PAYMENT OR THE SHARE CERTIFICATE(S) OR OTHER DOCUMENT(S) OF TITLE AND ANY OTHER DOCUMENTS ARE TO BE SENT**

If you want the cash payment and any documents to be sent to someone other than the person at the address set out in Box 1 (e.g. if you would prefer them to be sent to your bank manager or stockbroker), you should complete Box 6 by inserting the address details (not in a Restricted Jurisdiction) to which you want such cash payment and/or any other documents to be sent. Box 6 must be completed by holders with registered addresses in a Restricted Jurisdiction or holders who have completed Box 1 with an address in a Restricted Jurisdiction.

**TENDER FORM INSTRUCTIONS AND FURTHER NOTES ARE SET OUT ON PAGES 2 AND 4**

**PLEASE COMPLETE THIS FORM USING BLACK INK ONLY**

INVESTOR CODE

**1**

**Name(s) and address(es) of registered holder(s)**

Your registered holding of Ordinary Shares on 31 October 2019 (for information purposes only)

**2**

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

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**3**

Please tick the box below if you wish to tender your Basic Entitlement (being 2 ordinary shares for every 3 held):

Alternatively, please insert here the number of Ordinary Shares in respect of which you wish to accept the Tender Offer if it is smaller or greater than your Basic Entitlement:

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**SIGN AND DATE HERE TO ACCEPT THE OFFER**

**4A**

**EXECUTION BY INDIVIDUALS**

Executed and delivered as a deed by: 1. First holder: Signature/Date ..... 2. Joint holder: Signature/Date ..... 3. Joint holder: Signature/Date ..... 4. Joint holder: Signature/Date ..... .....	Witnessed by: 1. Signature of witness ..... 2. Signature of witness ..... 3. Signature of witness ..... 4. Signature of witness ..... .....	1. Name and address of witness ..... ..... 2. Name and address of witness ..... ..... 3. Name and address of witness ..... ..... 4. Name and address of witness ..... ..... .....
Note: The Signature of each registered holder should be witnessed, and the witness must also sign and print his/her name and address as indicated.		

**4B**

**EXECUTION BY A COMPANY**

Executed and delivered as a deed by: Name of Company .....	Signature of Director ..... Signature of second Director or Secretary or witness .....	Name of Director ..... Name of second Director or Secretary or witness ..... Address of witness (if applicable) ..... .....
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**5**

**OVERSEAS SHAREHOLDERS**

Put "Yes" in this Box 5 if you are unable to give the warranty relating to Overseas Shareholders in paragraph 5.1(j) of Part 2 to the Circular:

**6**

**ALTERNATIVE ADDRESS**

Address (outside any of the Restricted Jurisdictions) to which the consideration or returned documents should be sent, if not as set out in Box 1 above (to be written in BLOCK CAPITALS)

Name .....

House number ..... Post Code.....

Address .....

.....

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

In order to be valid, this Tender Form must, except as mentioned below, be executed personally by the registered holder or under a power of attorney, in which case the original power of attorney or a duly certified copy thereof should be lodged with this Tender Form. All signatures of individuals must be witnessed by someone who is not a joint holder and over the age of 18. A body corporate must either execute this Tender Form under seal, the seal being affixed and witnessed in accordance with its articles of association or other regulations, or otherwise validly execute and deliver this Tender Form as a deed.

**Please note that you do not have to accept the Tender Offer in respect of your entire *pro rata* entitlement of Ordinary Shares and can accept the Tender Offer in respect of less than or more than your Basic Entitlement (in which case such tender will be treated as set out in the Circular). However, if you insert a number greater than your entire holding of Ordinary Shares at the Record Date in Box 3, you will be deemed to have tendered in respect of your Basic Entitlement at the Record Date.**

**If no number (other than "NIL" or "0") is inserted in Box 3 you will be deemed to have accepted the Tender Offer in respect of your *pro rata* entitlement.**

**If you do not wish to accept the Tender Offer, you should not complete and return this Tender Form.**

The following suggestions are made to avoid delay and inconvenience:

**1. If the person named in Box 1 is away from home (e.g. abroad or on holiday) or where a power of attorney has been granted:**

Send this Tender Form by the quickest means (such as air mail) to the holder for execution but do not send it into any of the Restricted Jurisdictions. If he/she has executed a relevant power of attorney, have this Tender Form signed by the attorney. In the latter case, the original power of attorney (or a duly certified copy thereof) must be lodged with this Tender Form for noting. No other signatures will be accepted.

**2. If the only Shareholder named in Box 1 has died:**

If probate or letters of administration have been registered with the Company, this Tender Form must be executed by the personal representative(s) of the deceased. If probate or letters of administration has/have been granted but have not been registered with the Company, the personal representative(s) should execute this Tender Form and forward it to Link Asset Services at the address shown on page 1, together with the share certificate(s) and/or other documents of title. A copy of the probate or letters of administration should accompany the Tender Form or be lodged as soon as possible thereafter and, in any event, so as to reach Link Asset Services at the address shown on page 1 no later than 1.00 p.m. on 22 November 2019.

**3. If one or more of the joint holders named in Box 1 has died:**

This Tender Form is valid if executed by all the surviving holders and lodged with Link Asset Services at the address shown on page 1, accompanied by the death certificate, probate or letters of administration of the deceased holder.

**4. If your Ordinary Shares are in certificated form (that is, not in CREST) and the share certificate is held by your stockbroker, bank or some other agent:**

If your share certificate(s) and/or other document(s) of title is/are held by your stockbroker, bank or some 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 agent for lodging with Link Asset Services at the address shown on page 1, accompanied by the relevant share certificate(s) and/or document(s) of title.

If your share certificate(s) and/or document(s) of title is/are not readily available, you should complete this Tender Form and lodge it, together with a note of explanation, and arrange for the share certificate(s) and/or document(s) of title to be forwarded as soon as possible thereafter and, in any event, so as to arrive by no later than 1.00 p.m. on 22 November 2019. No acceptances of the Tender Offer will be accepted and cash payment made under the terms of the Tender Offer unless share certificate(s) and/or other document(s) of title or an acceptable indemnity in lieu thereof is/are received by Link Asset Services at the address shown on page 1 no later than 1.00 p.m. on 22 November 2019.

**5. If you hold your Ordinary Shares in certificated form (that is, not in CREST) and any of your certificates have been lost:**

Complete and send this Tender Form duly completed and signed in the reply-paid envelope with a letter of explanation and any shares certificate(s) available to Link Asset Services at the address shown on page 1. At the same time, you should request a letter of indemnity from Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, which should be completed in accordance with the instructions given. When completed, the letter of indemnity must be lodged with Link Asset Services at the address shown on page 1 by not later than 1.00 p.m. on 22 November 2019. Indemnities will only be accepted at the discretion of the Company and Link Asset Services. No acceptances of the Tender Offer will be accepted and cash payment made under the terms of the Tender Offer unless share certificate(s) and/or other document(s) of title or an acceptable indemnity in lieu thereof is/are received by Link Asset Services at the address shown on page 1 no later than 1.00 p.m. on 22 November 2019.

**6. If your full name or other particulars are different from those appearing in Box 1, e.g.:**

- (i) incorrect name – complete and lodge this Tender Form with the correct name and 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;
- (ii) incorrect address – write the correct address on this Tender Form;
- (iii) change of name – lodge your marriage certificate or the deed poll with this Tender Form for noting.