





**Your voting form - return no later than 6pm (UK time) on Thursday 15 June 2017**

-  **Please use black ink and block capitals to complete this form. Before you do, please read the information on the other side. ►**  
You do not need to come to the general meeting to vote. You can use this paper voting form to tell the chairman of the meeting – or someone else who will be at the meeting – how to vote on your behalf.
-  **Please make sure you read the full text of the resolutions, which can be found in the Circular and Notice of General Meeting dated 9 May 2017, before making any decision.**

Step 1 - Please cross (x) only one of the boxes	For	Against	Withheld*
<b>Resolution 1:</b> To approve the Merger as described in the Circular and Notice of General Meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 2:</b> To approve the Directors' Remuneration Policy as described in the Circular and Notice of General Meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>


\* The vote withheld option is provided to enable you to tell Capita that your nominated proxy is 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 votes 'For' and 'Against' a resolution.

**Step 2 - Sign and date the form**

I/We appoint the chairman of the meeting, or the person named in Step 3, as a proxy to attend and act on my/our behalf at the general meeting to be held on Monday 19 June 2017, and at any adjournment.

**I am authorised and entitled to sign this voting form.**


Signed	Date
	<div style="display: flex; justify-content: space-around; font-size: 12px;"> <span>D</span><span>D</span><span>M</span><span>M</span><span>Y</span><span>Y</span> </div>

 The person appointed must vote as you have indicated on this form. If you don't give instructions in Step 1 on how to vote on a resolution, they can vote on it as they think fit.

**Step 3 - Nominating a proxy**

Give the full name of a nominated proxy	Number of shares


Mark this box only if this is one of multiple proxy appointments being instructed

 To appoint more than one nominated proxy, please see the information on 'Nominating a proxy' on the other side.

**Step 4 - What's next?**


Send your voting form in the pre-paid envelope provided. Standard Life Shareholder Services, 34 Beckenham Road, Beckenham, Kent BR3 4TU or to Standard Life plc at its registered office. If you want to ensure we receive your instructions, you should use your own envelope and send it to the address above using a tracked or signed for service, or go online. If your voting form arrives after 6pm (UK time) on Thursday 15 June 2017, it will not count.

## Vote online now

 Don't want to fill in a paper voting form? Do it online instead, at [www.standardlifeshareportal.com](http://www.standardlifeshareportal.com) It's easy, fast and secure. You will need your shareholder reference number which is on the Chairman's letter.

If you send in your paper voting form and fill in one online, we'll count the instruction we receive last. If you fill in a voting form and then you or your representative vote at the meeting, the vote at the meeting will count.

## Filling in your paper voting form

 Your voting form can't be transferred between shareholders – it can only be used by you, and for the shareholder reference number on it.

### Step 1 - Vote on the resolutions

Please cross (X) one box for each resolution. Any other mark in the box will count as a cross.

The Board recommends you vote 'For' all the resolutions, as it considers them to be in the best interests of the Company and shareholders as a whole.

If you don't give instructions on how to vote on a resolution, the person appointed to vote for you can vote on it as they think fit. If any other business takes place at the meeting, or at any adjournment, they can vote (or not vote) on that business as they think fit.

### Step 2 - Sign and date the form

You **must** sign in the signature box and insert the date on the other side of this form.

Signing under a power of attorney? Make sure you enclose an original or a certified copy of the power of attorney with your voting form.

Signing on behalf of a company? You must be a duly appointed officer or agent of the company and write the capacity in which you are signing.

### Step 3 - Nominating a proxy

If you sign overleaf and do not write a name in the 'Nominating a proxy' box, you instruct the chairman of the meeting to attend and vote in your name at the general meeting on Monday 19 June 2017 and at any adjournment.


Most people choose the chairman of the meeting to vote on their behalf if they do not wish to attend the general meeting in person. If you prefer, you can appoint someone else to attend the meeting and vote on your behalf.

A nominated proxy does not need to be a shareholder of Standard Life plc. Whoever it is will only be able to vote on your behalf by attending the meeting. If your nominated proxy isn't there, your vote will not count. A nominated proxy is entitled to speak and can vote on a show of hands and on a poll. If you would like to appoint a nominated proxy to vote for you, please write their full name in the 'Nominating a proxy' box on the other side of this form.

If you want to appoint more than one person to attend the meeting and vote on your behalf, you'll need to complete additional paper voting forms. Contact Standard Life Shareholder Services to ask for these, or just photocopy this form. On each form, write the name of a nominated proxy. In the box next to their name, write the number of shares for which they are to be authorised to act as proxy on your behalf. If you don't write a number, we'll assume your instructions to your proxy relate to all your shares in the account which your voting form is for.


To tell us that your instruction is one of multiple instructions you are giving, put a cross (X) in the box beneath the 'Nominating a proxy' box. You must sign and date all the forms and should return them in the same envelope.

### Step 4 - Return your form

 Send your voting form in the pre-paid envelope provided. You can also send your form to Standard Life Shareholder Services, 34 Beckenham Road, Beckenham, Kent BR3 4TU or to Standard Life plc at its registered office. If you want to ensure we receive your instructions, you should use your own envelope and send it to the address above using a tracked or signed for service, or go online.

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## Coming to the meeting?



 If you want to come to the meeting, please still send us your voting form. If you send us your voting form and vote at the meeting, it will be your vote at the meeting that counts.

Please bring the attached letter from the Chairman and some other form of identification with you.

Standard Life plc does not accept any liability for any instruction that does not comply with these conditions.



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-  **Please use black ink and block capitals to complete this form. Before you do, please read the information on the other side. ►**  
If you want to attend and vote at the general meeting in person, you must write your own name in the 'Nominating a proxy' box below. You do not need to come to the general meeting to vote. You can use this voting form to tell Capita IRG Trustees (Nominees) Limited ('Capita') to appoint the chairman of the meeting – or someone else who will be at the meeting – to vote on your behalf.
-  **Please make sure you read the full text of the resolutions, which can be found in the Circular and Notice of General Meeting dated 9 May 2017, before making any decision.**

Step 1 - Please cross (x) only one of the boxes	For	Against	Withheld*
<b>Resolution 1:</b> To approve the Merger as described in the Circular and Notice of General Meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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\* The vote withheld option is provided to enable you to tell Capita that your nominated proxy is 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 votes 'For' and 'Against' a resolution.

**Step 2 - Sign and date the form**

I/We instruct Capita IRG Trustees (Nominees) Limited to appoint the chairman of the meeting, or the person named in Step 3, as a proxy to attend and act on my/our behalf at the general meeting to be held on Monday 19 June 2017, and at any adjournment.

**I am authorised and entitled to sign this voting form.**


Signed	Date
	<input type="text" value="D"/> <input type="text" value="D"/> <input type="text" value="M"/> <input type="text" value="M"/> <input type="text" value="Y"/> <input type="text" value="Y"/>

 The person appointed must vote as you have indicated on this form. If you don't give instructions in Step 1 on how to vote on a resolution, they can vote on it as they think fit.

**Step 3 - Nominating a proxy**

Give the full name of a nominated proxy	Number of shares


Mark this box only if this is one of multiple proxy appointments being instructed

 To appoint more than one nominated proxy, please see the information on 'Nominating a proxy' on the other side.

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Please cross (X) one box for each resolution. Any other mark in the box will count as a cross.

The Board recommends you vote 'For' all the resolutions, as it considers them to be in the best interests of the Company and shareholders as a whole.

If you don't give instructions on how to vote on a resolution, the person appointed to vote for you can vote on it as they think fit. If any other business takes place at the meeting, or at any adjournment, they can vote (or not vote) on that business as they think fit.

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Signing on behalf of a company? You must be a duly appointed officer or agent of the company and write the capacity in which you are signing.

### Step 3 - Nominating a proxy

Because you hold your shares in the Standard Life Share Account, Capita IRG Trustees (Nominees) Limited ('Capita') will appoint the chairman of the meeting to attend and vote on your behalf at the general meeting in line with your instructions – unless you write your own name, or the name of someone else you would like to attend the meeting and vote on your behalf, in the 'Nominating a proxy' box. This person would be called a nominated proxy.


A nominated proxy does not need to be a shareholder of Standard Life plc. Whoever it is – including you, if you write your own name (because you want to attend the general meeting in person) – will only be able to vote by attending the meeting. If the nominated proxy isn't there, your vote will not count. A nominated proxy is entitled to speak and can vote on a show of hands and on a poll.

If you sign in the signature box overleaf and do not write a name in the 'Nominating a proxy' box, you instruct Capita to appoint the chairman of the meeting to attend and vote on your behalf at the general meeting on Monday 19 June 2017 and at any adjournment.

You can instruct Capita to appoint more than one person to attend the meeting and vote on your behalf. To do this, you'll need to complete additional paper voting forms. Contact Standard Life Shareholder Services to ask for these, or just photocopy this form. On each form, write the name of a nominated proxy. In the box next to their name, write the number of shares for which they are to be authorised to act as proxy on your behalf. If you don't write a number, we'll assume your instructions relate to all the shares in the account which your voting form is for.

To tell us that your instruction is one of multiple instructions you are giving, put a cross (X) in the box beneath the 'Nominating a proxy' box. You must sign and date all the forms and should return them in the same envelope.

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### Coming to the meeting?

 If you want to come to the meeting, you must let us know by writing your own name in the 'Nominating a proxy' box on your paper voting form.

Please bring the attached letter from the Chairman and some other form of identification with you.

Standard Life plc and Capita do not accept any liability for any instruction that does not comply with these conditions.