



HOMECHOICE International plc

(Registration number C66099)

Share code: HIL

ISIN:MT0000850108

(the “Company”)

FORM OF PROXY

For completion by Shareholders unable to attend the meeting of the Company to be held on Tuesday, 27 August 2019, at 10:00 at 78 Mill Street, Qormi, Republic of Malta (the “meeting”).

Shareholders who wish to appoint proxies are required to complete and return the form of proxy to reach the registered office of the Company at least 48 hours before the appointed time of the meeting (10:00 on Friday, 23 August 2019), but at least before the proxy exercises any right of the appointing Shareholder at the meeting.

I/We (full names) _____

of (address) _____

being a Shareholder of the Company and entitled to _____ votes (one per share)

hereby appoint _____ or failing him/her _____

or failing him/her the chairman of the meeting, as my/our proxy to attend, speak and, on a poll, vote for me/us and on my/our behalf at the meeting, and at any adjournment thereof, and to vote or abstain from voting as follows on the resolutions to be proposed at the meeting, with or without modification, as follows*:

	Insert “X” in the appropriate box or number of votes		
	For	Against	Abstain
Extraordinary and Special Resolution number 1: Authorise the re-domiciliation of the Company from Malta to Mauritius.			
Extraordinary and Special Resolution number 2: Authorise the replacement of the Constitution of the Company.			
Ordinary Resolution number 1: Authorise any Director or the Company Secretary of the Company to execute Extraordinary and Special Resolutions 1 and 2.			

If any modified resolutions are proposed before the meeting the proxy shall vote:

	Insert “X” in the appropriate box
As indicated above:	
In the proxy’s discretion:	

** The Notes to the Form of Proxy overleaf form part of this proxy form and Shareholders are advised to read them. Please see the notice of meeting of Shareholders for the full proposed resolution. If you return this form duly signed with out specifying a proxy you will be deemed to appoint the chairman of the meeting as your proxy.*

Signed this _____ day of _____ 2019.

Signature _____ assisted by _____ (where applicable)

Notes to the form of proxy

1. A Shareholder entitled to attend and vote at the abovementioned meeting is entitled to appoint a proxy or two alternative proxies of the Shareholder's choice (who need not be a Shareholder of the Company but must be a natural person) to attend, speak and vote thereat in his/her/its stead, by inserting his/her/its name/s in the space/s provided, with or without deleting "the chairman of the meeting" but the Shareholder must initial any such deletion. The person whose name stands first on this form of proxy and who is present at the meeting will be entitled to act as proxy to the exclusion of those whose names follow.
2. This proxy form and power of attorney (if any) under which it is signed must be addressed to the company secretary and reach the registered office of the Company not less than 48 hours before the appointed time of the meeting.
3. A Shareholder's instructions to the proxy regarding voting should be indicated by the insertion of the relevant number of votes exercisable by the Shareholder in the appropriate box provided. Failure to comply with this will be deemed to authorise the proxy to vote or to abstain from voting at the meeting as he/she deems fit in respect of all the Shareholder's votes.
4. A Shareholder is entitled to one vote on a show of hands and, on a poll, one vote in respect of each share held.
5. A vote given in terms of an instrument of proxy shall be valid in relation to the meeting notwithstanding the death, insanity or other legal disability of the person granting it, or the revocation of the proxy, or the transfer of the shares in respect of which the proxy is given, unless a notice of any of the aforementioned matters shall have been received by the Company at its registered office or by the chairperson of the meeting at the venue of the meeting before commencement of the meeting.
6. The chairperson of the meeting may reject or accept any form of proxy which is completed and/or received other than in compliance with these notes.
7. The completion and lodging of this form of proxy will not preclude the relevant Shareholder from attending the meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such Shareholder wish to do so.
8. Documentary evidence establishing the authority of a person signing the form of proxy in a representative capacity must be attached to this form of proxy, unless previously recorded with the Company or unless the chairperson of the meeting waives this requirement.
9. Where this form of proxy is signed under power of attorney, such power of attorney must accompany this form of proxy, unless it has been registered by the Company or waived by the chairman of the general meeting.
10. A minor or any other person under legal incapacity must be assisted by his/her parent or guardian, as applicable, unless the relevant documents establishing his/her capacity are produced or have been registered by the Company.
11. Where there are joint holders of shares: (a) all joint holders must sign the form of proxy; and (b) the vote(s) of the senior Shareholders (for that purpose seniority will be determined by the order in which the names of Shareholders appear in the Company's securities register) who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the vote(s) of the other joint Shareholder(s).

12. Any proxy appointed pursuant to this form of proxy may not delegate his/her authority to act on behalf of the relevant Shareholder.
13. An appointment of a proxy pursuant to this form of proxy remains valid only until the end of the meeting or any adjournment of the meeting.
14. This form of proxy shall be valid at any resumption of an adjourned meeting to which it relates, although this form of proxy shall not be used at the resumption of an adjourned meeting if it could not have been used at the meeting from which it was adjourned for any reason other than it was not lodged timeously for the meeting from which the adjournment took place. This form of proxy shall be deemed to confer the power generally to act at the meeting in question, subject to any specific direction contained in this form of proxy as to the manner of voting.
15. Any alteration or correction made to this form of proxy, other than the deletion of alternatives, must be initialled by the signatory(ies).