

# Versarien plc

## Proxy for use at the Annual General Meeting

Please insert full name and address

I/We .....

Of.....

(please use block letters)

being member(s) of VERSARIEN PLC (the “Company”) appoint the Chairman of the Annual General Meeting as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at the Company’s offices at 2 Chosen View Road, Cheltenham, Gloucestershire GL51 9LT, on Thursday 24 September 2020 at 11.00am and at any adjournment of that meeting.

I/We request such proxy to vote on the following resolutions in the manner specified below (see note 3):

Ordinary resolutions		For	Against	Withheld
1.	To re-appoint PricewaterhouseCoopers LLP as the Company’s auditors and to authorise the Directors to fix the auditors’ remuneration.			
2.	To re-appoint Christopher Leigh as a Director.			
3.	To re-appoint James Stewart as a Director.			
4.	To authorise the Directors to allot shares in the Company pursuant to Section 551 of the Companies Act 2006.			
Special resolutions				
5.	To disapply pre-emption rights.			
6.	To authorise the Company to purchase its own shares.			

Signature ..... (see note 4)

### Notes:

**PLEASE NOTE THAT THE NOTES BELOW SET OUT THE NORMAL PROXY APPOINTMENT RIGHTS OF MEMBERS AS SET OUT IN THE COMPANIES ACT 2006 OR THE COMPANY’S ARTICLES OF ASSOCIATION AND THE COMPANY IS NOT PROPOSING THAT THESE BE ALTERED. HOWEVER, GIVEN THE PROVISIONS OF THE CORPORATE INSOLVENCY AND GOVERNANCE ACT 2020, DIFFERENT MEETING ATTENDANCE AND PROXY APPOINTMENT RIGHTS OF MEMBERS (“REVISED RIGHTS”) WILL APPLY IN RESPECT OF THIS AGM AS SET OUT IN THE NOTICE OF ANNUAL GENERAL MEETING. TO THE EXTENT THAT THERE IS AN CONFLICT BETWEEN THE REVISED RIGHTS AND THE WORDING IN THE NOTES BELOW, THE REVISED RIGHTS WILL PREVAIL. WE ADVISE THAT YOU NOTE THAT ONLY THE CHAIRMAN CAN BE APPOINTED AS YOUR PROXY FOR THIS PARTICULAR MEETING AND IN ADDITION SHAREHOLDERS CANNOT ATTEND THIS MEETING IN PERSON.**

- If you wish to appoint someone other than the Chairman as your proxy, please insert his/her name and address, and strike out and initial the words “the Chairman of the Annual General Meeting of”. A proxy need not be a member of the Company. Appointing a proxy will not preclude you from personally attending and voting at the meeting (in substitution for your proxy vote) if you subsequently decide to do so. If no name is entered on this form, the return of this form, duly signed, will authorise the Chairman of the meeting to act as your proxy.
- You may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please return a separate form in relation to each proxy, clearly indicating next to the name of each proxy the number and class of shares in respect of which he is appointed. If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence.
- To direct your proxy how to vote on the resolutions, please mark the appropriate box next to each resolution with an “X”. If no voting instruction is given, your proxy will vote or abstain from voting as he sees fit in his absolute discretion in relation to each resolution and any other matter which is put before the meeting.
- In the case of:
  - an individual, this proxy form must be signed by the relevant member appointing the proxy or a duly appointed attorney on behalf of such member; or
  - a corporation, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or a duly appointed attorney for the company.
- To appoint a proxy using this form, the form must be:
  - completed and signed;
  - sent or delivered to the registrars of the Company, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR; and
  - received by the registrars no later than 48 hours before the time appointed for the meeting, or adjourned meeting, at which it is to be used.
- Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
- Any alteration to this proxy form must be initialled by the person in whose hand it is signed or executed.
- If, after returning a duly completed proxy form, you wish to revoke your proxy appointment you must sign and date a notice clearly stating your intention to revoke that proxy appointment and deposit it with the registrars before the time appointed for the meeting.
- In the case of joint holders:
  - where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted; and
  - the vote of the most senior holder who tenders a vote (whether in person or by proxy) shall be accepted to the exclusion of the votes of all other joint holders.
- Seniority is determined by the order in which the names of the joint holders appear in the Company’s register of members in respect of the joint holding (the first named being the most senior).
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company’s register of members 48 hours prior to the date and time of the AGM or, in the event that the AGM is adjourned, 48 hours prior to the adjourned meeting shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at that time.

Business Reply  
Licence Number  
RTUJ-ZUTR-YXAU



Share Registrars Limited  
The Courtyard  
17 West Street  
Farnham  
Surrey  
GU9 7DR