

# NETSCIENTIFIC PLC

Incorporated and registered in England and Wales with registered number 08026888

## Annual General Meeting proxy form

Form of proxy notice for use by members of NetScientific plc (the "Company") at the annual general meeting of the Company to be held at DLA Piper UK LLP, 3 Noble Street, London EC2V 7EE, United Kingdom at 11.00 a.m. on Wednesday 21 June 2017.

Before completing this form, please read the explanatory notes below.

I /We (block capitals):

being a member of the Company appoint the Chairman of the meeting or (see note 3)

as my/our proxy to attend, speak and vote on my/our behalf at the annual general meeting ("Meeting") of the Company to be held on Wednesday 21 June 2017 at 11.00 a.m. and at any adjournment of the Meeting.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting.

Please tick here if this proxy appointment is one of multiple appointments being made:

(For the appointment of more than one proxy, please refer to note 4 below.)

### RESOLUTIONS

ORDINARY RESOLUTIONS		For	Against	Vote Withheld
1	To receive and adopt the Company's Annual Report and Accounts for the financial year ended 31 December 2016, together with the Directors' and Auditors' Reports			
2	To receive and approve the Directors' Remuneration Report for the financial year ended 31 December 2016			
3	To reappoint BDO LLP as auditors of the Company			
4	To authorise the Audit Committee to determine the remuneration of the auditors			
5	To reappoint Barry Wilson as a Director of the Company			
6	To reappoint Jonathan Paisner as a Director of the Company			
7	To reappoint Ian Postlethwaite as a Director of the Company			
8	To authorise the directors to allot relevant securities pursuant to section 551 of the Companies Act 2006			
SPECIAL RESOLUTIONS		For	Against	Vote Withheld
9	To disapply pre-emption rights on the allotment of securities or sale of treasury shares in connection with a pre-emptive offer or on the allotment of shares up to a nominal amount of £127,689			
10	To disapply pre-emption rights on the allotment of shares up to a nominal amount of £127,689 in connection with an acquisition or other capital investment			

Signature

Date

### NOTES

- Any member of the Company entitled to attend and vote at the Meeting (a "Member") is entitled to appoint one or more proxies to exercise all or any of his rights to attend, speak and vote at the Meeting instead of him or her. A Member can only appoint a proxy using the procedures set out in these notes.
- Appointment of a proxy does not preclude a Member from attending the Meeting and voting in person. If a Member has appointed a proxy and attends the Meeting in person, their proxy appointment will automatically be terminated.
- A proxy does not need to be a member of the Company but must attend the Meeting to represent such Member. To appoint as proxy a person other than the Chairman of the meeting, insert their full name in the box. If a Member signs and returns this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be such Member's proxy. Where a Member appoints as his proxy someone other than the Chairman, such Member is responsible for ensuring that they attend the meeting and are aware of such Member's voting intentions. If a Member wishes his proxy to speak on his behalf at the Meeting such Member will need to appoint his own choice of proxy (not the Chairman) and give his instructions directly to such proxy.
- A Member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares and such Member specifies the number of shares in respect of which each proxy is entitled to exercise voting rights. If the number of shares to which the proxy relates is left blank on the proxy form, it shall be deemed to constitute an appointment of such proxy in relation to all the shares held by such Member. A Member may not appoint more than one proxy to exercise rights attached to the same share. To appoint more than one proxy, Members should contact the Company's registrar Capita Asset Services on 0870 664 0300 between 9.00 a.m. and 5.30 p.m. Monday to Friday (calls cost 12 pence per minute plus network extras). Members should also tick the relevant box on this form if the proxy appointed pursuant to such form is one of multiple appointments being made by such Member.
- To direct a proxy how to vote on the resolutions, mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, the proxy will vote or abstain from voting at his or her discretion. A proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
- To appoint a proxy using the enclosed proxy form, the form must be:
  - completed and signed by or on behalf of the Member;
  - sent or delivered to Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham BR3 4ZF (the "Registrars"); and
  - received by the Registrars at such address no later than 11.00 a.m. (BST) on Monday, 19 June 2017 (or, if the Meeting is adjourned, not less than 48 hours (excluding any day that is not a working day) before the appointed time for the adjourned meeting) (the "Cut-off Time").
- In the case of a Member which is a corporation, this proxy form must be executed under its common seal or signed on its behalf by an officer of the corporation, an attorney for the corporation or any other person authorised to sign the proxy form on behalf of the corporation.
- Any power of attorney or any other authority under which the proxy form is signed (or a notarially certified copy of such power or authority) must be included with the proxy form.
- CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by Capita Asset Services (ID RA10) by the Cut-off Time. Please refer to the notes to the notice of the Meeting for further information on proxy appointment through CREST.
- 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. 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).
- If a Member submits more than one valid proxy appointment in respect of the same share for use at the Meeting, the appointment received last (regardless of its date or the date of its execution) before the Cut-off Time shall be treated as replacing and revoking any other proxy appointment as regards that share.
- For details of how a Member can change his proxy instructions or revoke his proxy appointment, see the notes to the notice of the Meeting.
- A Member may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.