



# 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 Ashurst LLP, 1 Duval Square, London Fruit and Wool Exchange, London, E1 6PW, United Kingdom at 12:00 p.m. on Tuesday, 18 June 2019.

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 1)

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 Tuesday, 18 June 2019 at 12:00 p.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 2 below.)

RESOLUTIONS	For	Against	Vote Withheld
<b>ORDINARY RESOLUTIONS</b>			
1 To receive and adopt the Company's Annual Report and Accounts for the financial year ended 31 December 2018, together with the Directors' and Auditors' Reports.			
2 To receive and approve the Directors' Remuneration Report for the financial year ended 31 December 2018.			
3 To reappoint BDO LLP as auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next annual general meeting of the Company.			
4 To authorise the Audit Committee to determine the remuneration of the auditors.			
5 To reappoint Sir Richard Skyes as a director of the Company.			
6 To reappoint Stephen Smith as a director of the Company.			
7 To authorise the directors to allot relevant securities pursuant to section 551 of the Companies Act 2006.			
<b>SPECIAL RESOLUTION</b>			
8 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 £196,404.			

Signature

Date

SEE NOTES TO THE FORM OF PROXY OVERLEAF  
PLEASE INSERT INTO PRE-PAID ENVELOPE SUPPLIED

## NOTES

1. You are entitled to appoint another person as your proxy to exercise all or any of your rights to attend and to speak and vote at the Meeting. You may appoint more than one proxy in relation to the Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you.

A proxy need not be a shareholder but must attend the Meeting to represent you. If you wish to appoint someone other than the Chairman of the Meeting, insert the name of the person you wish to appoint in block capitals in the space provided. Where you appoint someone other than the Chairman, you are responsible for ensuring that they attend the Meeting and are aware of your voting intentions. If you wish your proxy to make any comments at the Meeting on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.

The completion and return of this proxy form will not prevent a shareholder from attending the Meeting and voting in person.

2. To appoint more than one proxy you may photocopy the form of proxy. Please enter in the box next to the proxy holder's name, the number of shares in relation to which the proxy is authorised to act. If that box is left blank the proxy will be deemed to be authorised in respect of your full voting entitlement. Please also indicate by ticking the box provided that the proxy appointment is one of multiple appointments being given. All forms should be returned together in the same envelope.

Any alteration to the proxy form should be initialled.

To be effective, a proxy form, fully completed, together with the power of attorney or any other authority under which it is executed (or a notarially certified copy), must be lodged with Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF not later than close of business on 14 June 2019.

3. If the shareholder is a corporation, the proxy form should be executed under its common seal, or signed on its behalf by a duly authorised officer or attorney.
4. In the case of joint holders the signature on this proxy form of any one holder will suffice but 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, with the first named being the most senior.
5. Addresses (including electronic addresses) in this document are included strictly for the purposes provided and not for any other purposes.
6. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the Meeting and the number of votes which may be cast thereat will be determined by reference to the register of members of the Company as at close of business on 14 June 2019, or if the Meeting is adjourned the register of members at the time which is 48 hours before the time for holding any adjourned meeting. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
7. Crest members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) of the Meeting by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message ("CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Link Asset Services (ID RA 10) by the latest time for receipt of proxy appointments set out in paragraph 2 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed any voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

### Total Voting Rights

As at the close of business on 22 May 2019 (being the last practicable date before the publication of this notice), the Company's issued share capital consists of 78,561,866 ordinary shares of £0.05 each, carrying one vote each. The Company does not hold any shares in treasury. Therefore, the total voting rights in the Company as at 22 May 2019 are 78,561,866.

### Communications with the Company

Except as provided above, shareholders who wish to communicate with the Company in relation to the Meeting should do so by calling Link Asset Services' shareholder helpline on 0871 664 0391. Calls cost 12p per minute plus your phone company's access charge. If you are outside the United Kingdom please call +44 (0) 208 639 3399. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 am – 5.30 p.m., Monday to Friday, excluding public holidays in England and Wales. Different charges may apply to calls from mobile phones and calls may be recorded and randomly monitored for security and training purposes.

Other than as set out in this Notice of General Meeting, the proxy form or in the Company's articles of association, no other methods of communication will be accepted. Any electronic communication sent by a shareholder to the Company or the Company's registrars, Link, which is found to contain a virus will not be accepted by the Company.