NOTES TO THE FORM OF PROXY

1. As Members will be aware, the UK Government's announcement on 23 March 2020 of new restrictive measures in connection with COVID-19 and, in particular, the restrictions on non-essential travel and on gatherings exceeding two persons will restrict the ability of Shareholders to attend the Annual General Meeting in person.

2. These circumstances are fast changing and constantly evolving, it appears that the measures in force as of 23 March 2020 will continue beyond the date of the AGM and as such the Board strongly advises and recommends that all Shareholders refrain from attending the Annual General Meeting in person and, instead, to submit a Form of Proxy. In order to ensure that Shareholders votes count, the Board recommends that Shareholders appoint the chairman of the Annual General Meeting as their proxy for the forthcoming Annual General Meeting.

3. Members attempting to attend the Meeting in person will be refused entry.

4. In order to ensure that your vote is counted, the Board recommends that the Chairman of the forthcoming Annual General Meeting is appointed as your proxy.

5. 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 Neville Registrars Limited, Neville House, Steelpark Road, Halewood, B62 4RD (the “Register”);
   - received by the Register at such address no later than 11.00 a.m. on 22 June 2020 (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”).

6. In the case of a Member which is a corporation, the 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 act on behalf of the corporation.

7. 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. Signature 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 holding, with the first named being the most senior.

8. Addresses (including electronic addresses) in this document are included strictly for the purposes provided and not for any other purposes.

9. 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 23 June 2020, 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.

10. 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 Eurolink 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 Neville Registrars Limited (ID 7RA11) by the latest time for receipt of proxy appointments set out in paragraph 5 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 Eurolink UK & Ireland Limited does not have the ability to authorise CREST message delivery for particular CREST members or voting service providers.

Please complete and return this Form of Proxy to the Registrar at the address shown overleaf. If you wish to use an envelope, please address it to ‘FREEPOST NEVILLE’. If it is posted outside the United Kingdom, please return it in an envelope using the address shown overleaf and pay the appropriate postage charge.

NetScientific plc
(Incorporated in England and Wales under the Companies Act 2006 with Registered Number 08026888)

FORM OF PROXY

I/we ... being (a) member(s) of the Company and entitled to vote at the Annual General Meeting, hereby appoint

(Please only complete if appointing someone other than the Chairman of the Meeting)

or failing him/her, the Chairman of the Meeting as my/our proxy, to attend, speak and vote for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on 24 June 2020 at Level 39, One Canada Square, London, E14 5AB at 11:00 a.m. and at any adjournment thereof.

Resolutions (*Special Resolution*)

1. To receive and adopt the Company’s Annual Report and Accounts for the financial year ended 31 December 2019, together with the Directors’ and Auditors’ Reports

2. To receive and approve the Directors’ Remuneration Report for the financial year ended 31 December 2019

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 John Clarkson as a director of the Company

6. To reappoint Ilian Iliev as a director of the Company

7. To authorise the directors to allot relevant securities pursuant to section 551 of the Companies Act 2006

Leave blank to authorise your proxy to act in relation to your full entitlement or enter the number of shares in relation to which your proxy is authorised to vote.

Date:

Mark this box with an “X” if you are appointing more than one proxy: ☐

Signed:

NetScientific plc

FORM OF PROXY

I/we ... being (a) member(s) of the Company and entitled to vote at the Annual General Meeting, hereby appoint

(Please only complete if appointing someone other than the Chairman of the Meeting)

or failing him/her, the Chairman of the Meeting as my/our proxy, to attend, speak and vote for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on 24 June 2020 at Level 39, One Canada Square, London, E14 5AB at 11:00 a.m. and at any adjournment thereof.

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Leave blank to authorise your proxy to act in relation to your full entitlement or enter the number of shares in relation to which your proxy is authorised to vote.

Date:

Mark this box with an “X” if you are appointing more than one proxy: ☐

Signed:
Neville Registrars Limited
Neville House
Steelpark Road
Halesowen
B62 8HD