

NOTICE OF AVAILABILITY

The Notice of General Meeting and Circular to which this Proxy Form relates are available on the Company's website at <https://netscientific.net/>

NOTES TO THE FORM OF PROXY

- 1 If the appointor is a corporation, this proxy form must be executed under its seal or under the hand of some officer, attorney or other person authorised to sign it on its behalf. If the appointor is not a corporation, this proxy form must be executed under the hand of the appointor or his duly authorised attorney.
- 2 A shareholder entitled to attend and vote at the GM may appoint a proxy of his or her choice to attend the GM and to vote on his or her behalf. **Due to the COVID-19 pandemic and the resulting social distancing guidelines, the Board strongly advises and recommends that all Shareholders refrain from attending the GM. Shareholders are, therefore, encouraged to appoint the Chairman of the GM as their proxy so that their votes can be taken into account.**
- 3 A shareholder is entitled to appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to different shares held by him or her. A member may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you should photocopy the proxy form. Please indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given, in which case please also indicate in the space provided the number of shares in relation to which the proxy hereby appointed is authorised to act as your proxy. All forms must be signed and should be returned together in the same envelope.
- 4 To be valid, this form of proxy must be completed and signed and sent or delivered to the Company's registrars, Neville Registrars Limited, at Neville House, Steelpark Road, Halesowen, B62 8HD together with any power of attorney or other authority (if any) under which it is signed or by a certified copy of such power or authority, so as to be received by the registrars no later than 10:00 a.m. (UK time) on 20 August 2020.
- 5 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 our agent Neville Registrars Limited (CREST ID: 7RA11) by 10:00 a.m. (UK time) on 20 August 2020. See the notes to the Notice of Meeting for further information on proxy appointments through CREST.
- 6 As an alternative to completing this hard copy form of proxy you can appoint a proxy or proxies electronically by registering the proxy with Neville Registrars Limited at www.sharegateway.co.uk using your personal proxy registration code (Activity Code) shown below so as to be received by 10:00 a.m. on 20 August 2020.
- 7 In the case of joint holders, the vote of the senior member who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand on the register of members in respect of the joint holding. In the case of joint holders, the signature of any one holder will be sufficient, but the names of all the joint holders should be stated.
- 8 **Whilst submission of a proxy would not ordinarily preclude a member from attending and voting in person at the GM or any adjournment thereof, due to the COVID-19 pandemic and the resulting social distancing guidelines, any member attempting to attend the GM will be denied entry.**
- 9 Please indicate with an "X" in the appropriate box in the form of proxy how you wish your proxy to vote on each of the resolutions. The "vote withheld" box is provided to enable you to abstain on any particular resolution. A "vote withheld" is not a vote in law and will not be counted in the calculation of the proportion of votes "for" or "against" a resolution. If no indication is given your proxy will have discretion to vote either for or against the resolution or to abstain.

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 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 General Meeting of the Company, to be held on 24 August 2020 at the offices of EMV Capital, Level 39, One Canada Square, London, E14 5AB at 10:00 a.m. and at any adjournment thereof.

Resolutions (*Special Resolutions)

	FOR	AGAINST	WTHHELD		FOR	AGAINST	WTHHELD
1* To adopt the new Articles of Association of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8* To disapply statutory pre-emption rights generally	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To approve the proposed sub-division	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3 To approve the proposed consolidation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 To approve the waiver granted by the Panel on Takeovers and Mergers of any requirement under Rule 9 on the Concert Party to make a general offer to shareholders	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5 To authorise the Directors to allot shares in the Company in respect of the Consideration and Placing Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6 To authorise the Directors to allot shares in the Company generally	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7* To disapply statutory pre-emption rights in respect of the Placing Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

Your personal proxy registration code is: **ABCD-123-EFG**

Mark this box with an "X" if you are appointing more than one proxy:

Signed:

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:

DD - MM - YY



>123-0
Name
Address 1
Address 2
Address 3
Address 4
Address 5
Address 6

Business Reply Plus
Licence Number
RSTY-SAKX-RZSL



NR 1

Neville Registrars Limited
Neville House
Steelpark Road
Halesowen
B62 8HD