

**NOTICE OF AVAILABILITY**

The Notice of Annual 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**

- As Members will be aware, the UK Government's announcement on 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.  
It appears that the measures in force will continue beyond the date of the AGM and as such the Board strongly advises and recommends that all Shareholders refrain from attending the 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.
- Members attempting to attend the Meeting in person will be refused entry.
- Due to the ongoing COVID-19 pandemic, the Board strongly encourages all Shareholders to vote on the Resolutions by proxy or online before the deadline of 11:00 a.m. on Tuesday 1 June 2021. The most recent COVID-19 "Stay at Home" measures adopted by the UK Government prohibit, unless essential for work purposes, public gatherings of more than two people. The Company's view, which is supported by the Chartered Governance Institute ("ICSA") is that attendance at an annual general meeting by a shareholder, other than one specifically required to form the quorum for that meeting, is not essential for work purposes. The Company has arranged for a quorum to be present in person at the Annual General Meeting. Accordingly, we hereby notify Shareholders that anyone seeking to attend the Annual General Meeting in person will be refused entry and there are no facilities currently available to allow Shareholders to dial-in or participate online. Shareholders are strongly urged to vote by proxy in advance of the deadline by completing their form of proxy in accordance with the instructions printed on the form of proxy. This measure is designed to promote the health and wellbeing of the Company's Shareholders, its employees and the wider community, which is of upmost importance.
- 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.
- 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, Halesowen, B62 8HD (the "Registrars"); and
  - received by the Registrars at such address no later than 11:00 a.m. on Tuesday 1 June 2021 (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, 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 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.
- 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.
- Addresses (including electronic addresses) in this document are included strictly for the purposes provided and not for any other purposes.
- 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 Tuesday 1 June 2021, 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.
- 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 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 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

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 3 June 2021 at Level 39, One Canada Square, London, E14 5AB at 11:00 a.m. and at any adjournment thereof.

**Resolutions (\*Special Resolution)**

	FOR	AGAINST	WITHHELD
1 To receive and adopt the Company's Annual Report and Accounts for the financial year ended 31 December 2020, together with the Directors' and Auditors' Reports	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To receive and approve the Directors' Remuneration Report for the financial year ended 31 December 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To authorise the Audit Committee to determine the remuneration of the auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To reappoint Clive Sparrow as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 To authorise the directors to allot relevant securities pursuant to section 551 of the Companies Act 2006	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7* 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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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:

D | D - M | M - Y | Y

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>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