



## FORM OF PROXY

For use at the General Meeting of Accsys Technologies plc to be held at Brettenham House, 19 Lancaster Place, London WC2E 7EN on Friday 20 December 2019 at 9.00 a.m. (GMT).

I/We (name(s) in full) .....  
**[PLEASE USE BLOCK CAPITALS]**

of **[ADDRESS]** .....  
 being (a) member(\*s) of the Company hereby appoint the Chairman of the Meeting or (**see Note 1**)

.....(*insert name of proxy*) as my/our proxy to attend, speak and vote in respect of my/our voting entitlement on my/our behalf at the General Meeting of the Company to be held on Friday 20 December 2019 at 9.00 a.m. (GMT) and at any adjournment thereof.

Please tick the following box if this proxy appointment is one of multiple appointments being made by the same shareholder (see Note 2) and indicate the number of shares in relation to which the named person is authorised to act as your proxy. If this section is left blank, the proxy will be authorised in respect of your full voting entitlement.

|   |   |  |
|---|---|--|
| <input type="checkbox"/> Tick if one of multiple appointments | <input style="width: 100%;" type="text"/> | Enter number of shares this appointee may vote in respect of |
|---|---|--|

If you wish your proxy to vote in a particular manner on the Resolutions specified, please place an “X” in the relevant box below. If you select “Discretionary” or fail to select any of the given options, your proxy can vote as he/she chooses or can decide not to vote at all. The proxy can also do this on any other resolution that is put to the meeting (including amendments to resolutions).

The “Vote Withheld” option below is provided to enable you to abstain on any particular Resolution. However it should be noted that a “Vote Withheld” is not a vote in law and will not be counted in calculating the proportion of votes “For” and “Against” any Resolution.

| No.                         | Resolutions<br><i>(Please refer to the Notice of General Meeting for full text)</i>  | For | Against | Vote Withheld | Discretionary |
|-----------------------------|--|-----|---------|---------------|---------------|
| <b>ORDINARY RESOLUTIONS</b> |  |     |         |               |               |
| 1.                          | To authorise the directors to allot shares in connection with the Firm Placing and Placing and Open Offer up to a nominal amount of €2,204,762.  |     |         |               |               |
| 2.                          | To additionally authorise the directors to allot shares generally up to a nominal amount of €734,920.  |     |         |               |               |
| <b>SPECIAL RESOLUTIONS</b>  |  |     |         |               |               |
| 3.                          | To empower the directors to allot shares in connection with the Firm Placing and Placing and Open Offer up to a nominal amount of €2,204,762 for cash other than <i>pro rata</i> to existing shareholders. |     |         |               |               |
| 4.                          | To empower the directors to allot shares pursuant to the authority granted by resolution 2 above up to a nominal amount of €220,476 for cash other than <i>pro rata</i> to existing shareholders.          |     |         |               |               |

Signature .....

Date .....2019

## EXPLANATORY NOTES

1. If you wish to appoint a proxy other than the Chairman of the Meeting, please delete the words “the Chairman of the Meeting or” and insert the full name of some other person in the space provided. If the proxy is being appointed in relation to part of your holding only, please enter in the space provided above the number of shares in relation to which he or she is authorised to act as your proxy. If this box is left blank, the proxy will be authorised in respect of your full voting entitlement. A proxy need not be a member of the Company.
2. To appoint more than one proxy, (an) additional Form(s) of Proxy may be obtained by contacting the Company’s registrar, SLC Registrars on +44 (0)1903 706150 (This helpline is available between the hours of 9:00 a.m. and 5:00 p.m. Monday to Friday (excluding bank holidays). Calls from within the United Kingdom are charged at the standard geographic rate. International call charges will apply if you are calling from outside the United Kingdom), or you may copy this Form of Proxy. Please indicate in the space provided above the number of shares in relation to which the named person is authorised to act as your proxy. Please also indicate by ticking the relevant box if the proxy appointment is one of multiple appointments being made. Multiple proxy appointments should be returned together in the same envelope.
3. If you appoint more than one proxy and the Forms of Proxy appointing those proxies would give those proxies the apparent right to exercise votes on your behalf in the General Meeting over more shares than you hold, then each of those Forms of Proxy will be invalid and none of the proxies so appointed will be entitled to attend, speak or vote at the General Meeting.
4. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, only those members who have been entered on the Company’s register of members by 6.30 p.m. (GMT) on 18 December 2019, or, if the General Meeting is adjourned, such time being not more than 48 hours prior to the time fixed for the adjourned meeting excluding days which are not working days, shall be entitled to attend and vote at the General Meeting and only in respect of the number of ordinary shares in the Company registered in their name at that time. Changes to entries on the Company’s register of members after that time will be disregarded in determining the rights of any person to attend or vote at the General Meeting.
5. To be effective this proxy must be completed, signed, dated and returned, along with any power of attorney or any other authority under which it is signed (or a duly certified copy of such power or authority), to the Company’s registrars, SLC Registrars, by hand or by post at Elder House, St Georges Business Park, Brooklands Road, Weybridge, Surrey, KT13 0TS, United Kingdom or by email to [office@slcregistrars.com](mailto:office@slcregistrars.com), in each case by 9:00 a.m. on 18 December 2019, being 48 hours (excluding days which are not working days) before the time fixed for the General Meeting, or if the General Meeting is adjourned, such time being not more than 48 hours prior to the time fixed for the adjourned meeting excluding days which are not working days.
6. In the case of a shareholder which is a company, the Form of Proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
7. 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).
8. The return of a completed Form of Proxy will not prevent you from attending the General Meeting and voting in person if you subsequently wish to do so.
9. Any alteration made in this Form of Proxy should be initialled.
10. Persons holding ordinary shares of €0.05 each in the Company through the Dutch Central Institute for Giro Securities Transactions (*Nederlands Centraal Instituut voor Giraal Effectenverkeer B.V.*), trading as Euroclear Nederland (“**Euroclear Nederland**”) via intermediaries are not included in the Company’s register of members – such ordinary shares are included in the register of members under the name of Euroclear Nederland. If anyone who holds their ordinary shares through Euroclear Nederland wishes to: (i) attend the General Meeting; (ii) appoint one or more proxies to attend, speak and vote on their behalf; or (iii) give instructions without attending the General Meeting, they must instruct NIBC Bank N.V. in its capacity as Subscription Agent accordingly. To do this, they are advised to contact their intermediary as soon as possible and advise them of which of the three options they prefer. In all cases, the validity of the instruction will be conditional upon ownership of the shares as at 6:00 p.m. (CET) on 18 December 2019. The registration for attending the meeting must be filed with NIBC Bank N.V. by no later than noon (CET) on 17 December 2019 by email to [eas@nibc.com](mailto:eas@nibc.com). The written statement of Admitted Institutions as the ownership of the ordinary shares as at 6:00 p.m. (CET) on 18 December 2019 must be submitted to NIBC Bank N.V. by email to [eas@nibc.com](mailto:eas@nibc.com) by no later than 5:00 p.m. (CET) on 19 December 2019. Persons holding attendance rights may be represented at the meeting by a written proxy, provided that this proxy is submitted to NIBC Bank N.V. by email to [eas@nibc.com](mailto:eas@nibc.com) by no later than noon (CET) on 17 December 2019.