

FORM OF PROXY

2018 ANNUAL GENERAL MEETING

For use at the Annual General Meeting of the Company to be held at the offices of the Company at Brettenham House, 19 Lancaster Place, London, WC2E 7EN England on Tuesday, 18 September 2018 at 2.30 pm (UK time).



(registered in England and Wales with registered no: 5534340)

I/We (names in full)

PLEASE USE BLOCK CAPITALS

of

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 Annual General Meeting of the Company to be held on Tuesday, 18 September 2018 at 2.30 pm (UK time) and at any adjournment thereof.

Please tick here if this proxy appointment is one of multiple appointments being made by the same shareholder (see note 2).

Please 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.

.....

If you want your proxy to vote in a certain way on the Resolutions specified, please place an 'X' in the relevant boxes. 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 the calculation of the proportion of the votes 'For' and 'Against' a Resolution.

No.	Resolutions (Please refer to Notice of Meeting for full text)	For	Against	Vote Withheld	Discretionary
Ordinary Resolutions					
1	To receive and adopt the audited financial statements for the financial year ended 31 March 2018, together with the reports of the Directors and auditors				
2	To approve the Directors' Remuneration Report for the financial year ended 31 March 2018 (excluding the Remuneration Policy)				
3	To approve the Directors' Remuneration Policy with effect from the end of the Annual General Meeting.				
4	To re-elect Trudy Schoolenberg as a Director of the Company				
5	To re-elect Susan Jane Mair (known as Sue Farr) as a Director of the Company				
6	To re-elect Michael Sean Christie as a Director of the Company				
7	To re-appoint PricewaterhouseCoopers LLP as auditors of the Company				
8	To authorise the Directors to determine the auditors' remuneration				
9	To authorise the Directors to allot shares generally				
Special Resolutions					
10	To empower the Directors to allot shares for cash (other than pro rata to existing shareholders)				
11	To authorise the Company to make market purchases of its own ordinary shares				

Signature: Date:2018

Continued overleaf

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 substitute the name of some other person.
2. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Company’s registrar, SLC Registrars, or you may copy this form. 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. No proxy may be authorised to exercise votes which any other proxy has been authorised to exercise. Multiple proxy appointments should be returned together in the same envelope.
3. A proxy need not be a member of the Company.
4. Appointment of a proxy will not preclude you from attending and voting in person at the Meeting should you subsequently decide to do so.
5. In the case of joint holders, any one holder may sign this form. The vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority is determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an officer or other duly authorised attorney or representative.
7. Any alteration made in this form should be initialled.
8. To be effective this proxy must be completed, signed and dated by the shareholder or his/her attorney duly authorised in writing and delivered to the Company’s registrars SLC Registrars, by post at 42-50 Hersham Road, Walton-on-Thames, Surrey, KT12 1RZ or by sending a completed, signed and dated scanned version of the proxy form by email to accsysproxy@davidvenus.com by 2.30pm on Friday 14 September 2018, being 48 hours before the time appointed for the Meeting or not less than 48 hours before the time appointed any adjournment thereof (not including weekends or public holidays), together with any power of attorney or other authority (or a notarially certified copy thereof) under which it is signed.
9. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a “**Nominated Person**”) may, under an agreement between him/her and the shareholder by whom he/she was nominated have a right to be appointed (or to have someone else appointed) as a proxy for the Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
10. Pursuant to Regulation 41 of the Uncertified Securities Regulations 2001, only those members who have been entered on the Company’s register of members by 6.00pm (UK time) on 14 September 2018, or, if the meeting is adjourned, such time being not more than 48 hours prior to the time fixed for the adjourned meeting (not including weekends or public holidays), shall be entitled to attend and vote at the 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 Meeting.
11. Persons holding their ordinary shares of €0.05 each in the Company through Euroclear Nederland B.V. (“**Euroclear**”) via banks and brokers 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. If anyone who holds their ordinary shares through Euroclear wishes to (i) attend the Annual General Meeting or (ii) to appoint one or more proxies to attend, speak and vote on their behalf or (iii) give voting instructions without attending the Meeting, they must instruct Euroclear accordingly. To do this, they are advised to contact their bank or broker as soon as possible and advise them which of the three options they prefer. In all cases, the validity of the instruction will be conditional upon ownership of the shares at 6.00pm (UK time) on 14 September 2018.