

# Annual General Meeting FORM OF PROXY XPEDIATOR PLC

Company Number: 10397171

BEFORE COMPLETING THIS FORM, PLEASE READ THE EXPLANATORY NOTES BELOW

I/We .....

(insert full name in block capitals)

being a member of Xpediator PLC (Company) appoint the Chairman of the meeting or ..... (see note 3 below) as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held at 700 Avenue West, Skyline 120, Brintree, Essex CM77 7AA and via conference call at 11.00 a.m. on 26 May 2020 (Meeting) and at any adjournment of the Meeting.

I/We direct my/our proxy to vote on the resolutions set out in the notice convening the Meeting as I/we have indicated below by marking the appropriate box with an 'X'.

If you wish to appoint multiple proxies, please see note 4 below.

		FOR	AGAINST	VOTE WITHHELD
<b>ORDINARY RESOLUTIONS</b>				
1.	To receive and adopt the annual accounts of the Company for the financial year ended 31 December 2019			
2.	To approve the directors' remuneration report for the financial year ended 31 December 2019.			
3.	To re-appoint Stephen Blyth as a director of the Company.			
4.	To re-appoint Robert Ross as a director of the Company.			
5.	To re-appoint Alex Borrelli as a director of the Company.			
6.	To re-appoint Robert Riddlestone as a director of the Company.			
7.	To re-appoint Charles McGurin as a director of the Company.			
8.	To re-appoint Wim Pauwels as a director of the Company.			
9.	To re-appoint Crowe U.K. LLP as auditors of the Company and to authorise the directors to determine their remuneration.			
<b>SPECIAL RESOLUTION</b>				
10.	To replace Article 129 to facilitate the payment of a dividend in scrip.			
<b>ORDINARY RESOLUTIONS</b>				
11.	To declare a final dividend of 1.05 pence per ordinary share in respect of the financial year ended 31 December 2019 to be paid via a scrip.			
12.	To generally authorise the directors to allot shares in the capital of the Company.			
<b>SPECIAL RESOLUTIONS</b>				
13.	To dis-apply the statutory pre-emption rights in respect of the allotment of shares pursuant to the authority referred to in Resolution 12.			
14.	To generally authorise the Company to make market purchases of its own shares.			
15.	To amend Articles 45 to 67 to facilitate the holding of meetings electronically.			

SIGNATURE.....DATE .....

Notes:

**FORM OF PROXY**

- As a member of the Company you are entitled to appoint a proxy or proxies to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes. If the proxy is being appointed in relation to part of your holding only, please enter in the box next to the proxy's name the number of shares in relation to which they are authorised to act as your proxy. If this box is left blank they will be authorised in respect of your full voting entitlement.
- Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

**APPOINTMENT**

- A proxy does not need to be a member of the Company but must attend the meeting to represent you. If you wish to appoint a proxy other than the chairman of the meeting, insert their full name in the box. If you leave this space blank, the chairman of the meeting will be appointed your proxy. Where you appoint as your proxy someone other than the chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the chairman and give them the relevant instructions directly.
- You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy you may copy this form. If you are appointing more than one proxy, please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy and indicate by ticking the relevant box that the proxy appointment is one of multiple appointments being made. Multiple proxy appointments should be returned together in the same envelope.

- 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).

**VOTING DIRECTIONS**

- To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant 'vote withheld' box. A vote withheld is not a vote in law, which means the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting, including a motion to adjourn.

**RETURNING YOUR FORM OF PROXY**

- To appoint a proxy using this form, the form must be:
  - Completed and signed;
  - Sent or delivered to Share Registrars Limited (Registrars) at the Courtyard, 17 West Street, Farnham, Surrey GU9 7DR and
  - Received by the Registrars no later than 11.00 a.m. on 21 May 2020 being 48 hours prior to the date and time of the Meeting specified in the notice of the Meeting.
- In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
- As an alternative to completing this hard-copy proxy form, you can appoint a proxy electronically. To appoint a proxy electronically, the form must be:
  - Completed and signed;
  - Sent to the Registrars at proxies@shareregistrars.uk.com; and
  - Received by the Registrars no later than 11.00 a.m. on 21 May 2020 being 48 hours prior to the date and time of the Meeting specified in the notice of the Meeting.
- 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 Share Registrars Limited (CREST Participant ID Number 7RA36). See the notes to the notice of meeting for further information on proxy appointment through CREST.
- If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.
- You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.

Business Reply  
Licence Number  
RTUJ-ZUTR-YXAU



Share Registrars Ltd  
The Courtyard  
17 West Street  
Farnham  
GU9 7DR