

# 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 Great Notley, Braintree, Essex, CM77 7AA and virtually via Investor Meet Company (IMC) at 11.00 a.m. on 8 June 2021 (**Meeting**) and at any adjournment of the Meeting.

Shareholders wishing to join the AGM remotely and participate in the Q&A session should register with IMC at: <https://www.investormeetcompany.com/xpediator-plc/register-investor>

Shareholders who have already registered and requested to meet the Company will be automatically invited to the meeting.

Questions can be submitted pre-event through your IMC dashboard or at any time during the live presentation. Management may not be in a position to answer every question it receives but will address those it can while remaining within the confines of information already disclosed to the market. Responses to the Q&A from the live presentation will be published at the earliest opportunity on the Investor Meet Company platform.

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 2020 together with the directors' report and the auditor's report on those accounts.			
2.	To approve the directors' remuneration report contained within the Company's annual report and accounts for the year ended 31 December 2020.			
3.	To re-appoint Michael Williamson as a director of the Company.			
4.	To re-appoint Crowe U.K. LLP as auditors of the Company and to authorise the directors to determine their remuneration.			
5.	To declare a final dividend of 105 pence per ordinary share in respect of the financial year ended 31 December 2020, to be paid on 06 July 2021 to shareholders on the register of members of the Company at the close of business on 17 June 2021.			
6.	To generally authorise the directors to allot shares in the capital of the Company.			
<b>SPECIAL RESOLUTIONS</b>				
7.	To dis-apply the statutory pre-emption rights in respect of the allotment of shares pursuant to the authority referred to in Resolution 7.			
8.	To generally authorise the Company to make market purchases of its own shares.			

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

Notes:

#### FORM OF PROXY

1. As a member of the Company you are entitled to appoint a proxy or proxies to exercise your rights to 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. **Under the current meeting arrangements, if a shareholder appoints anyone other than the Chairman of the meeting as their proxy, the proxy will not be able to physically attend the AGM and will not be able to vote at the virtual meeting. If you appoint a proxy other than the Chairman then their vote must be delivered to the Share Registers (details in section 3) by 11.00 a.m on 4 June 2021.**

#### VOTING DIRECTIONS

2. 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 4 June 2021 being 48 hours prior to the date and time of the Meeting specified in the notice of the Meeting excluding non business days.
- 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 [voting@shareregistrars.uk.com](mailto:voting@shareregistrars.uk.com) and
  - Received by the Registrars no later than 11.00 a.m. on 4 June 2021 being 48 hours prior to the date and time of the Meeting specified in the notice of the Meeting excluding non business days.
- 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