



PRIMORUS INVESTMENTS PLC
FORM OF PROXY

Form of Proxy for use at the general meeting of Primorus Investments plc (the "**Company**") to be held at 160 London Road, Sevenoaks, Kent TN13 1BT on 8 September 2021 at 9:00 a.m. (the "**GM**").

I/We of,
being (a) member(s) of the Company entitled to receive notice, attend and vote at general meetings of the Company, hereby appoint the Chairman of the GM (see Note 1) as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the GM and at any adjournment thereof in relation to the resolutions specified in the notice of GM dated 20 August 2021 (the "**Resolutions**") and any other business (including adjournments and amendments to the Resolutions) which may properly come before the GM or any adjournment thereof.

I/We direct my/our proxy to vote as follows in respect of the Resolutions (see Notes 1 and 2):

SPECIAL RESOLUTIONS	For	Against	Withheld
1. Subject to and conditional upon the approval of the Court: (i) the 28,976,581 Deferred Shares of 45p each in the capital of the Company be cancelled; (ii) the 28,976,581 A Deferred Shares of 4p each in the capital of the Company be cancelled; (iii) the 92,230,985 B Deferred Shares of 0.99p each in the capital of the Company be cancelled; and (iv) the amount standing to the credit of the share premium account of the Company as at 31 December 2020 be cancelled.			
2. That, with effect from the conclusion of the general meeting, the articles of association produced to the meeting be adopted in substitution for, and to the exclusion of the entirety of, the existing articles of association of the Company.			

Number of shares:

This proxy appointment is one of a multiple proxy appointment (see Note 1(c))

Member's full name IN BLOCK CAPITALS:

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Signed: Dated: 2021

Notes:

- (1) A member entitled to attend, speak and vote is entitled to appoint a proxy to attend, speak and vote on his or her behalf. A proxy need not be a member of the Company. You can also appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by you. The following options are available:
 - (a) To appoint the Chairman of the GM as your sole proxy in respect of all your shares, simply fill in any voting instructions in the appropriate box and sign and date the Form of Proxy.
 - (b) To appoint a person other than the Chairman as your sole proxy in respect of all your shares, delete the words 'the Chairman of the GM' and insert the name of your proxy in the space provided. Then fill in any voting instructions in the appropriate box and sign and date the Form of Proxy.
 - (c) To appoint more than one proxy, you may photocopy this form. Please delete the words 'the Chairman of the GM' and indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. If you wish to appoint the Chairman as one of your multiple proxies, do not delete the words 'the Chairman of the GM' on the relevant form and leave the adjacent space blank. All forms must be completed and signed and should be returned together to the Registrars.
- (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 'Withheld' box. A vote withheld is not a vote in law, which means that 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.
- (3) The Company, pursuant to the Companies Act 2006 (the "**Act**") and paragraph 18(c) of the Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009, specifies that only those shareholders registered in the Register of Members of the Company (the "**Register**") 48 hours before the time fixed for the meeting (excluding non-business days) shall be entitled to attend or vote at the meeting in respect of the number of ordinary shares of 0.2p each in the capital of the Company ("**Ordinary Shares**") registered in their name at that time. Changes to entries on the relevant register of securities after that time will be disregarded in determining the right of any person to attend or vote at the meeting.
- (4) 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 Register in respect of the joint holding (the first name being the most senior).
- (5) In the case of a corporation, this Form of Proxy must be expressed to be executed by the corporation and must be executed under its common seal or signed on its behalf by a duly authorised attorney or duly authorised officer of the corporation.
- (6) To be valid this Form of Proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified or office copy of such power or authority, should reach the offices of the Company's registrars, Share Registrars Limited at The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR, United Kingdom at least 48 hours (excluding non-business days) before the time appointed for holding the meeting or any adjournment thereof.
- (7) Alternatively, a Form of Proxy may be delivered electronically by sending a scanned PDF version of the original by email to voting@shareregistrars.uk.com. Once again, please see the conditions attaching to the appointment of a proxy for the time of such delivery.
- (8) Any alteration to this Form of Proxy must be initialled.
- (9) A shareholder may only appoint a proxy using the procedures set out in these notes. If a shareholder wishes to terminate the authority of a person(s) to act as their proxy, they must notify Share Registrars in writing at the address provided above no later than 48 hours (excluding non-business days) before the meeting.
- (10) Completion of a proxy would not preclude you from attending the GM and voting in person if you so wish.
- (11) To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer's agent Share Registrars Limited (CREST Participation ID is 7RA36) by 9:00 a.m. on 6 September 2021. 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 issuer's agent is able to retrieve the message. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST Personal Members or other CREST sponsored members, and those CREST Members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings please refer to the CREST Manual. We may treat as invalid a proxy appointment sent by CREST in the circumstances set out in the Act. In any case your proxy form must be received by Share Registrars by no later than 9:00 a.m. on 6 September 2021.