

**BYOTROL PLC**  
**PROXY FOR USE AT ANNUAL GENERAL MEETING**

Please insert **I / We**.....  
 full name (please use block letters)

being Member(s) of **BYOTROL PLC** (the "**Company**") hereby appoint the chairman of the annual general meeting or (see notes 1 and 2)

.....  
 (please use block letters)

as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company to be held at finnCap, 60 New Broad Street, London, EC2M 1JJ on 14 November 2019 at 10.30 am and at any adjournment thereof.

I/We request such proxy to vote on the following resolutions in the manner specified below (see note 3)

Please indicate by marking an 'X' in the appropriate box (if any) how you wish your votes to be cast. In the absence of instructions the proxy will abstain from voting or vote as he or she thinks fit on each resolution and in these circumstances I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to each resolution any other matter which is properly put before the meeting. 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 votes 'for' and 'against' a resolution.

Resolutions		For	Against	Vote Withheld
<b>ORDINARY BUSINESS</b>				
1	To receive and adopt the Company's annual accounts for the financial year ended 31 March 2019 together with the Directors' and Auditors' reports thereon			
2	To re-appoint Sean Gogarty as a director of the Company			
3	To re-appoint Nic Hellyer as a director of the Company			
4	To appoint Mazars LLP as auditors and authorise the directors to fix their remuneration			
<b>SPECIAL BUSINESS</b>				
5	To authorise the Directors to allot shares			
6	To disapply pre-emption rights			

Please indicate by ticking this box if this proxy appointment is one of multiple appointments being made. All proxies should be returned together.

Signature ..... (see note 4)

Joint holders (if any) (see note 9)

Name: ..... Name: .....

## **NOTES:**

- 1 If you wish to appoint someone other than the chairman as your proxy, please insert his/her name and address, and strike out and initial the words "the chairman of the annual general meeting or". A proxy need not be a member of the Company. Appointing a proxy will not preclude you from personally attending and voting at the meeting (in substitution for your proxy vote) if you subsequently decide to do so. If no name is entered on this form, the return of this form, duly signed, will authorise the chairman of the meeting to act as your proxy.
- 2 You may appoint more than one proxy provided that each proxy is appointed to exercise the 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, please return a separate form in relation to each proxy, clearly indicating next to the name of each proxy the number and class of shares in respect of which he is appointed. If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence.
- 3 To direct your proxy how to vote on the resolutions, please mark the appropriate box next to each resolution with an "X". If no voting instruction is given, your proxy will vote or abstain from voting as he sees fit in his absolute discretion in relation to each resolution and any other matter which is put before the Meeting.
- 4 In the case of:
  - 4.1 an individual, this proxy form must be signed by the relevant Member appointing the proxy or a duly appointed attorney on behalf of such Member; and
  - 4.2 a corporation, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or a duly appointed attorney for the company.
- 5 To appoint a proxy using this form, the form must be:
  - 5.1 completed and signed;
  - 5.2 sent or delivered to the Registrars of the Company, Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU; and
  - 5.3 received by the Registrars no later than 48 hours (excluding non-working days) before the time appointed for the Meeting, or adjourned meeting, at which it is to be used.
- 6 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.
- 7 Any alteration to this proxy form must be initialled by the person in whose hand it is signed or executed.
- 8 If, after returning a duly completed proxy form, you wish to revoke your proxy appointment you must sign and date a notice clearly stating your intention to revoke that proxy appointment and deposit it at the Registrars of the Company, Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU; not less than 48 hours, excluding non-working days, prior to the time appointed for the Meeting.
- 9 In the case of joint holders:
  - 9.1 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; and
  - 9.2 the vote of the most senior holder who tenders a vote (whether in person or by proxy) shall be accepted to the exclusion of the votes of all other joint holders.  
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).
- 10 Only those persons whose names are entered on the register of members of the Company at close of business on 12 November 2019 shall be entitled to attend and vote in respect of the number of shares registered in their names at that time. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and/or vote at the meeting.
- 11 Shares held in uncertificated form (i.e. CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in CREST manual.
- 12 If you prefer, you may return the proxy form to the Registrar in an envelope addressed to FREEPOST PXS, 34 Beckenham Road, BR3 9ZA no later than 48 hours (excluding non-working days) before the appointed time of the meeting. A postage stamp will not be required when mailing from the UK. Please note that the Freepost address must be completed in block capitals and that delivery using this service can take up to 5 business days. Alternatively, the Form of Proxy can be posted to the following address but a stamp will be required: Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU.