

**TRACSIS PLC**  
**(the “Company”)**

(Incorporated and registered in England and Wales with registered number 05019106)

**PROXY FORM**

**For use at the Annual General Meeting (“AGM”) of the Company to be held at 1 p.m. on 19 January 2021 at Nexus, Discovery Way, Leeds, LS2 3AA.**

**Before completing this form, please read the explanatory notes below**

I/We .....  
(BLOCK CAPITALS)

of .....  
(ADDRESS)

being a member/members of the Company, hereby appoint the Chairman of the meeting or (see note (3))

.....  
(NAME AND ADDRESS)

as my/our proxy to attend, speak and vote on my/our behalf at the AGM to be held at 1 p.m. on 19 January 2021 and at any adjournment thereof. I/We direct the proxy to vote on the resolutions as follows (see notes (2) and (3)):

Please mark “X” to indicate how you wish to vote

	<b>ORDINARY RESOLUTIONS</b>	For	Against	Abstain
1.	<b>TO</b> receive the annual accounts of the Company for the financial year ended 31 July 2020 together with the reports of the directors and auditors thereon.			
2.	<b>TO</b> approve the directors’ remuneration report for the financial year ended 31 July 2020.			
3.	<b>TO</b> re-appoint Grant Thornton UK LLP as auditors of the Company.			
4.	<b>TO</b> authorise the directors to agree the remuneration of the auditors.			
5.	<b>TO</b> re-elect Lisa Charles-Jones who retires by rotation in accordance with the Company’s articles of association.			
6.	<b>TO</b> re-elect Macdonald Andrade who retires by rotation in accordance with the Company’s articles of association.			
7.	<b>TO</b> authorise the directors to allot shares and rights up to an aggregate nominal amount of £38,900.11.			
	<b>SPECIAL RESOLUTIONS</b>			
8.	<b>TO</b> disapply shareholders’ statutory pre-emption rights in the circumstances set out in the notice of AGM.			
9.	<b>TO</b> authorise the Company to make market purchases of its own shares.			

Please indicate how you wish to vote with a cross (“X”) in the appropriate box. If no indication is given, your proxy will be deemed to have the authority to vote or abstain at his/her discretion.

Signature..... Dated.....

**Notes:**

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the AGM. You can only appoint a proxy using the procedures set out in these notes.
2. Appointment of a proxy does not preclude you from attending the AGM and voting in person. If you have appointed a proxy and attend the AGM in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Company, but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name and address where indicated above, and delete the words “the Chairman of the meeting or (see note (3))”. If you sign and return this proxy form with no name inserted above, the Chairman of the meeting will be deemed to be 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.
4. 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 the same shares. If you wish to appoint multiple proxies, please contact the Company using the contact details in note 7. Alternatively, this proxy form may be photocopied before its completion.
5. If you submit more than one valid proxy form, the form received last before the latest time for the receipt of proxies will take precedence.
6. To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". 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.
7. To appoint a proxy this form must be:
  - completed and signed;
  - sent or delivered to the Company’s registered office, Nexus, Discovery Way, Leeds, LS2 3AA; and
  - received at the Company’s registered office by no later than 1 p.m. on 15 January 2021.
8. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by a duly authorised officer or an attorney for the company.
9. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
10. Proxy forms may not be submitted via the Company’s website or via any e-mail address set out on the Company’s website and you may not use any electronic address provided in this proxy form to communicate with the Company for any purpose other than those expressly stated.
11. In the case of joint holders, the signature of only one of the joint holders is required on the proxy form, but the names of all joint holders should be stated. The vote (whether in person or by proxy) of the first named on the register of members of the Company will be accepted to the exclusion of the other joint holders.