

ECSC GROUP PLC

Registered in England No. 03964848
(the "Company")

**Annual General Meeting
Proxy Form**

Shareholder Reference Number

[NAME AND ADDRESS OF SHAREHOLDER WITH REFERENCE DETAILS]

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

I /We being a member of the Company appoint the Chairman of the meeting or (see note 3)

as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held on 23 June 2021 commencing at 2pm and at any adjournment of the meeting.

Please tick here if this proxy appointment is one of multiple appointments being made

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is [properly] put before the meeting.

Resolutions	For	Against	Vote withheld
1. To receive and adopt the financial statements for the 12 months ending 31 December 2020 together with the directors' report and the independent auditor's report.			
2. To re-appoint BDO LLP as auditors to the Company to hold office until the next general meeting at which accounts are laid before the Company and to authorise the directors to determine their remuneration.			
3. To approve the re-appointment as a director of Lucy Sharp who retires by rotation in accordance with the provisions of Article 59 of the Company's articles of association.			

<p>4. To approve the re-appointment as a director of Ian Mann who retires by rotation in accordance with the provisions of Article 59 of the Company's articles of association.</p>			
<p>5. That the directors of the Company be and they are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares and grant rights to subscribe for, or convert any security into, shares up to an aggregate nominal amount of £33,025.04 (such amount being equal to 33 per cent. of the Company's issued share capital). Such authority shall expire on the earlier of the conclusion of the next annual general meeting of the Company or the date falling 15 months after the date of the passing of this resolution save that the Company may before such expiry make offers or agreements which would or might require shares to be allotted after such expiry and the directors may allot the relevant shares in pursuance of such offer or agreement as if the authority conferred hereby had not expired. This resolution revokes and replaces all unexercised authorities previously granted to the directors to allot shares and grant rights to subscribe for, or convert any security into, shares.</p>			
<p>6. That, subject to the passing of resolution 5 above, the directors of the Company be and they are hereby empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560 of the Companies Act 2006) of the Company for cash pursuant to the authorities conferred by resolution 6 as if section 561 of the Companies Act 2006 did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities for cash up to an aggregate nominal amount of £10,007.56 (such amount being equal to 10 per cent. of the Company's issued share capital). This power shall expire at the conclusion of the next Annual General Meeting of the Company or the date falling 15 months after the date of the passing of this resolution, save that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors may allot the relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired. This resolution revokes and replaces all unexercised authorities previously granted to the directors to allot equity securities shares and grant rights to subscribe for, or convert any security into, equity securities.</p>			
<p>7. That, subject to the confirmation of the High Court, the amount standing to the credit of the Company's share premium account be cancelled.</p>			
<p>8. THAT, subject to the passing of resolution 7 above and the confirmation by the High Court of the cancellation of</p>			

<p>the Company's share premium account, the Company is generally authorised for the purposes of s 701 Companies Act 2006 to make one or more market purchases (within the meaning of s 693 Companies Act 2006) of ordinary shares of £0.01 each in the capital of the Company provided that:</p> <p>(a) the maximum aggregate number of ordinary shares authorised to be purchased is 1,501,138;</p> <p>(b) the minimum price which may be paid for an ordinary share is £0.01;</p> <p>(c) the maximum price which may be paid for an ordinary share is not more than the higher of:</p> <p>(i) 105% of the average middle-market quotation for an ordinary share as derived from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which the ordinary share is purchased; and</p> <p>(ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out, in each case, exclusive of expenses.</p> <p>(d) this authority shall expire at the conclusion of the next Annual General Meeting of the Company or the date falling 15 months after the date of the passing of this resolution, save that the Company may make a contract of purchase of ordinary shares under this authority which would or might be executed wholly or partly after the expiry of this authority, and may make a purchase of ordinary shares in pursuance of any such contract; and</p> <p>(e) any ordinary shares purchased pursuant to this authority may either be held as treasury shares or cancelled by the Company, depending on which course of action is considered by the directors to be in the best interests of shareholders at the time.</p>			
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Signature	Date

Notes to the proxy form

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 a general meeting of the Company. 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 meeting and voting in person. However, given ongoing public health considerations, shareholders are strongly encouraged not to attend the meeting in person and instead to vote by proxy on the resolutions set out above.
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 in the box. If you sign and return this proxy form with no name inserted in the

box, 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. However, given ongoing public health considerations, shareholders are strongly encouraged not to attend the meeting in person and instead to vote by proxy on the resolutions set out above.

To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Registrars or you may photocopy this form. Please include next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy.

Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together.

4. 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 that the vote will not be counted in the calculation of votes for or against the resolution.

5. To appoint a proxy using this form, the form must be:

- completed and signed;
- sent or delivered to **Equiniti Limited at FREEPOST RTHJ-CLLL-KBKU, Equiniti, Aspect House, Spencer Road, Lancing, BN99 8LU**; and
- received by Equiniti Limited no later than 2pm on 21 June 2021.

6. 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.

7. 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.

8. 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).

9. 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.