

PCI-PAL PLC

ANNUAL GENERAL MEETING

5 NOVEMBER 2020

PROXY FORM

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

I/We (INSERT FULL NAME)

of (INSERT ADDRESS)

being a shareholder of PCI-PAL plc (the "Company"), appoint the Chairman of the meeting or (see Note 2)

.....

as my/our proxy, to attend, speak and vote on my/our behalf at the Annual General Meeting ("AGM") of the Company to be held on 5 November 2020 at 11.00 a.m. at and at any adjournment of that meeting.

Please tick here to indicate if this proxy appointment is one of multiple appointments being made by the same shareholder, in which case please insert below the number of shares in relation which the proxy hereby appointed is authorised to act as your proxy (see note 3):

.....shares.

My/our proxy is to vote as indicated by an "X" below in respect of each resolution set out in the notice of the AGM. 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 put before the meeting.

Resolutions	For	Against	Vote Withheld*
1. To receive and adopt the Company's Accounts for the financial year ended 30 June 2020, together with the Directors' report and the Auditor's report on those Accounts			
2. To re-elect Jason Starr as a Director			
3. To re-elect Christopher Fielding as a Director			
4. To re-appoint Grant Thornton UK LLP as Auditor			
5. To authorise the Directors to fix the Auditor's remuneration			
6. To authorise the allotment of ordinary shares			
7. To disapply pre-emption rights on allotment of ordinary shares			
8. To authorise the Company to make market purchases of ordinary shares			
9. To approve the new Employees, Directors and Consultants Share Option Plan and to authorise its adoption by the Directors			

* A vote withheld is not a vote in law and will count neither "For" nor "Against" a resolution.

Signed Dated

Notes:

- Please note that, in accordance with the laws and associated guidance introduced by the UK and Scottish Governments in response to the current COVID-19 pandemic, shareholders or their appointed proxies (unless the proxy is the chairman of the AGM) will not be allowed to attend the AGM. All of the notes to this notice of AGM and, in particular, any reference to attendance at the AGM, whether by a shareholder, its proxy or its corporate representative, shall be construed accordingly.** As a shareholder of the Company you are entitled to appoint a proxy (who must be the chairman of the AGM (unless the Company otherwise agrees)) to exercise all or any of your rights to attend, speak and vote at the AGM of the Company. You can only appoint a proxy using the procedures set out in these notes. While normally the appointment of a proxy would not preclude a shareholder from attending and voting in person at the AGM, as noted above in the current circumstances you will not be allowed to attend the meeting.
- A proxy does not need to be a shareholder 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, that person will not be allowed to attend the meeting and your vote will not be counted.
- 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 any one share. To appoint more than one proxy, please contact the Shareholder Helpline on 0371 664 0300 if calling from the United Kingdom, or +44 (0) 371 664 0300 if calling from outside of the United Kingdom, or email Link at enquiries@linkgroup.co.uk. Calls will be charged at local rate. Calls outside the United Kingdom will be charged at the applicable international rate. The lines are open between 9.00 a.m. – 5.30 p.m., Monday to Friday, excluding public holidays in England and Wales to obtain additional proxy forms. Please indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given, in which case please also indicate in the space provided on each proxy form the number of shares in relation to which each proxy is authorised to act. All forms must be signed and should be returned together in the same envelope. Please note however that, as stated above, for a shareholder's proxy appointment to be valid for the AGM, it must appoint the chairman of the meeting as that shareholder's proxy (unless the Company otherwise agrees in advance).
- To direct your proxy how to vote on the resolutions mark the appropriate box with "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. 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.
- To be valid the proxy form must be completed and signed and sent or delivered to the Company's registrars, Link Asset Services at PSX 1, 34 Beckenham Road, Beckenham BR3 4ZF, together with the original or a certified copy or any power of attorney or other authority under which it is signed, so as to be received by the Registrars no later than 11.00 a.m. (UK time) on 3 November 2020. In the case of a shareholder 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 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 online at www.signalshares.com. For an electronic proxy appointment to be valid, the Registrars must receive your appointment no later than 11.00 a.m. (UK time) on 3 November 2020.
- CREST members may wish to appoint a proxy by using the procedures described in the CREST Manual (available via www.euroclear.com/CREST). CREST personal members or other CREST sponsored members and those CREST members who have appointed a voting service provider should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message ("a CREST proxy instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. All messages relating to the appointment of a proxy or an instruction to a previously appointed proxy must be transmitted so that they are received by Link Asset Services (ID RA10) by 11.00 a.m. (UK time) on 3 November 2020. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. Any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST proxy instructions. It is therefore the responsibility of the CREST member concerned to take (or procure the taking of) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- 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).
- 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 AGM. 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.