

CLS Holdings plc ("the Company")

Form of Proxy – Annual General Meeting
("AGM") to be held on 25 April 2018

EXT 1424

This box indicates personalisation area only.
DO NOT PRINT.

SRN

PIN

I/We, the undersigned, being a member/members of the Company,
hereby appoint the Chairman of the Meeting OR the following person

**Please leave this box blank if you have selected the Chairman.
Do not insert your own name(s).**

as my/our proxy to exercise all or any of my/our rights to attend,
speak and vote on my/our behalf at the AGM of the Company to be
held at The Seminar Room at Spring Mews – Fresh Student Living,
10 Tinworth Street, Lambeth, London, SE11 5AL on 25 April 2018
at 10.00 a.m., and at any adjournment thereof.

I/We instruct my/our proxy to vote (or abstain from voting)
on a show of hands or on a poll in the manner shown on this
form on each such resolution.

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

☐

Number of shares in respect of which the proxy is appointed:

(if the box below is left blank, the proxy will be appointed in respect
of the entire holding)

Signature(s) (Please sign in the box below)
Any one joint holder may sign

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Date

If you would like to submit your Form of Proxy electronically via the
internet please go to www.clsholdings.com/evoting. You will be asked
to enter the Shareholder Reference Number ("SRN") and PIN as detailed
above and agree to certain terms and conditions.

See notes overleaf

Ordinary Resolutions

		For	Against	Vote Withheld
1	To receive and adopt the Company's Annual Report & Accounts for the year ended 31 December 2017.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	To approve the Directors' Remuneration Report.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	To approve the payment of a final dividend.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	To re-elect Henry Klotz as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	To re-elect Anna Seeley as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	To re-elect Fredrik Widlund as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	To re-elect John Whiteley as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	To re-elect Sten Mortstedt as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	To re-elect Malcolm Cooper as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10	To re-elect Elizabeth Edwards as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11	To re-elect Christopher Jarvis as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12	To re-elect Bengt Mortstedt as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13	To re-elect Lennart Sten as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14	To reappoint Deloitte LLP as auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15	To authorise the directors to fix the remuneration of the auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16	To authorise the directors to allot relevant securities.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Resolutions

17	To disapply pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18	To authorise the Company to purchase its own shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19	To authorise the Company to hold general meetings (other than annual general meetings) on not less than 14 clear days' notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

NOTES FOR COMPLETION OF FORM OF PROXY

1. This form is issued only to the addressee(s) and is specific to the class of security and the unique designated Account printed hereon. This personalised form is not transferable between different (i) account holders, (ii) classes of security or (iii) uniquely designated accounts. The issuer and Computershare accept no liability for any instruction that does not comply with these conditions.
2. If you will not be attending the Annual General Meeting, or may not do so, you can appoint another person (a "proxy") to exercise all or any of your rights to attend, speak and vote at the meeting on your behalf. Completing this Form of Proxy does not prevent you from attending and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
3. If you wish to appoint a person other than the Chairman as your proxy, please insert the full name of the proxy (in block capitals) in the space provided and delete the words "the Chairman of the Meeting OR". A proxy need not be a member of the Company. If no name is inserted in the space provided, the Chairman will be deemed appointed as the proxy. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box provided the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a member, the full voting entitlement for that designated account).
4. You may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. Please indicate in the box provided if the proxy appointment is one of multiple appointments being given. If you wish to appoint more than one proxy, each proxy must be appointed on a separate Form of Proxy and please enter in the box provided the number of shares in respect of which the proxy is appointed. Additional Forms of Proxy may be obtained from Company's registrars at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY. Alternatively you may photocopy this Form of Proxy the required number of times before completing it. All Forms of Proxy must be signed and returned together in the same envelope.
5. Please indicate by placing "X" in the appropriate space how you wish your votes to be cast in respect of the Ordinary Resolutions and the Special Resolutions. If this form is duly signed and returned, but without any specific direction as to how you wish your votes to be cast, your proxy may vote or abstain, at his discretion. On any other business (including a motion to adjourn the meeting or to amend the Ordinary Resolutions and the Special Resolutions) the proxy may vote (or abstain from voting) at his discretion.
6. The "Vote Withheld" option is provided to enable you to abstain on any particular resolution. However, 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 the votes "For" and "Against" a resolution.
7. In case of joint shareholders, the vote of the first named in the register of members of the Company who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
8. This form must be executed by the shareholder(s) or his/their attorney duly authorised in writing. In the case of a shareholder which is a corporation, this form must be executed either under its common seal, by two authorised signatories (as defined in the Companies Act 2006) or by a director in the presence of a witness.
9. To be valid, this form must be completed, signed and deposited at, or returned, together with any power of attorney or other written authority under which it is signed, or a notarially certified copy thereof, by post or by hand to, the office of the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY so as to be received no later than 10.00 a.m. on Monday, 23 April 2018.
10. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) by 10.00 a.m. on Monday, 23 April 2018. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. Please refer to the notes to the notice of meeting for further information on proxy appointment through CREST.
11. As an alternative to completing this form, you can appoint a proxy electronically at www.clsholdings.com/evoting. You will be asked to enter the Shareholder Reference Number (SRN) and PIN as detailed overleaf and agree to certain terms and conditions. For an appointment to be valid, your appointment must be received no later than 10.00 a.m. on Monday, 23 April 2018.
12. Proxy appointment and instructions, however submitted, must be received by the Company's registrars by 10.00 a.m. on Monday, 23 April 2018.
13. Any amendments to this Form of Proxy must be initialled.
14. All enquiries concerning this form should be directed to the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY.