CLS Holdings plc

Shareholder Reference Number

Please detach this portion before posting this proxy form.

Form of Proxy - Annual General Meeting to be held on 22 April 2021

Cast your Proxy online**...It's fast, easy and secure!**
www.clsholdings.com/evoting
You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 917013
SRN:
PIN:

View the Annual Report and Notice of Meeting online: **www.clsholdings.com**

Register at **www.investorcentre.co.uk -** elect for electronic communications & manage your shareholding online!

To be effective, all proxy appointments must be lodged with the Company's Registrars at:
Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 20 April 2021 at 10.00 am.

Explanatory Notes:

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). However, given the likely impact of COVID-19 on the meeting, as outlined in the Notice of Meeting, you are strongly advised to appoint the Chairman of the meeting as your proxy to ensure that your votes will be counted.
2. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes). On any other business which properly comes before the meeting (including any motion to amend any resolution or to adjourn the meeting) the proxy will vote or abstain at his or her discretion.
3. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0370 889 3286 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
4. The 'Vote Withheld' option overleaf 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.
5. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
6. 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) not later than 48 hours before the time appointed for holding the meeting. 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. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
7. The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0370 889 3286 to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service.
8. Any alterations made to this form should be initialled.
9. The completion and return of this form will not preclude a member from attending the meeting and voting in person should this be permitted under applicable COVID-19 restrictions. As noted above, it is expected that, due to the prohibition on public gatherings, shareholders (other than those required for a quorum) will not be permitted to attend the meeting.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

All Named Holders

As a result of the UK Government's current guidance on social distancing and the prohibition on public gatherings due to the COVID-19 pandemic, it is expected that shareholders will not be permitted to attend the AGM. The AGM will be convened in accordance with the Company's Articles of Association and in line with UK Government guidance. As in previous years, voting on the resolutions to be proposed at the AGM will be conducted on a poll, rather than a show of hands. Therefore, shareholders are encouraged to appoint a proxy, and where possible, to use the online proxy appointment service at www.clsholdings.com/evoting, appointing the Chairman of the meeting as proxy as it is likely that no other proxy will be permitted to attend the meeting.

Any change to this guidance will be announced via our website and through the Regulatory Information Service.

To facilitate shareholder engagement, questions to the Board may be submitted in advance of the AGM by emailing questions to cosec@clsholdings.com, or in writing addressed for the attention of the Company Secretary at our Registered Office. See the Notice of Meeting on the Company's website for full details.

Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chairman.
Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).

	*

I/We hereby appoint the Chairman of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the Annual General Meeting of CLS HOLDINGS PLC to be held at **16 Tinworth Street, London SE11 5AL** on **22 April 2021** at **10.00 am**, and at any adjourned meeting.

*** For the appointment of more than one proxy, please refer to Explanatory Note 3 (see front).**

☐ Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example. ☒

Ordinary Resolutions	For	Against	Vote Withheld
1. To receive and adopt the Company's Annual Report & Accounts for the year ended 31 December 2020.	☐	☐	☐
2. To approve the Directors' Remuneration Report.	☐	☐	☐
3. To approve the payment of a final dividend.	☐	☐	☐
4. To re-elect Lennart Sten as a Director.	☐	☐	☐
5. To re-elect Anna Seeley as a Director.	☐	☐	☐
6. To re-elect Fredrik Widlund as a Director.	☐	☐	☐
7. To re-elect Andrew Kirkman as a Director.	☐	☐	☐
8. To re-elect Elizabeth Edwards as a Director.	☐	☐	☐
9. To re-elect Bill Holland as a Director.	☐	☐	☐
10. To re-elect Denise Jagger as a Director.	☐	☐	☐
11. To re-elect Christopher Jarvis as a Director.	☐	☐	☐
12. To re-elect Bengt Mortstedt as a Director.	☐	☐	☐
13. To reappoint Deloitte LLP as auditors.	☐	☐	☐
14. To authorise the directors to fix the remuneration of the auditors.	☐	☐	☐
15. To authorise the directors to allot relevant securities.	☐	☐	☐
Special Resolutions			
16. To disapply pre-emption rights.	☐	☐	☐
17. To authorise the Company to purchase its own shares.	☐	☐	☐
18. To authorise the Company to hold general meetings (other than annual general meetings) on not less than 14 clear days' notice.	☐	☐	☐

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

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