

ATTENDANCE CARD

LMS CAPITAL plc – ANNUAL GENERAL MEETING

You may submit your proxy electronically using the Share Portal service at www.signalshares.com.

If not already registered for the Share Portal, you will need your Investor Code below.

Notice of Availability

Notice of Annual General Meeting and Annual Report

IMPORTANT – PLEASE READ CAREFULLY

You can now access the Annual Report and Notice of Annual General Meeting by visiting this website: www.lmscapital.com

If you wish to receive a paper copy of the Annual Report and Notice, please contact Link Asset Services, 34 Beckenham Road, Beckenham, Kent BR3 4TU. Telephone 0371 664 0300 or on +44 371 664 0300 (if calling from outside the UK). Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 9.00am – 5.30pm, Monday to Friday excluding public holidays in England and Wales.

Please note the deadline for receiving proxies is 3.00pm on 22 June 2020

To be held at: The offices of 3 Bromley Place, London W1T 6DB on 24 June 2020 at 3.00pm

If you wish to attend this meeting in your capacity as a holder of Ordinary Shares, please sign this card and on arrival hand it to the Company Secretary. This will facilitate entry to the meeting.

Signature of
person attending

Bar Code:

FORM OF PROXY LMS CAPITAL plc – ANNUAL GENERAL MEETING

Bar Code:

Event Code:

I/We being a member of the Company hereby appoint the Chairman of the meeting or (see note 1 over)

Name of proxy

Number of shares proxy appointed over

as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held at 3.00pm on 24 June 2020 and at any adjournment of that meeting.

I/we have indicated with a 'X' how I/we wish my/our votes to be cast on the following resolutions:

If you wish to appoint multiple proxies please see note 1 over. ☐ Please also tick here if you are appointing more than one proxy.

RESOLUTIONS

Please mark 'X' to indicate
how you wish to vote

For
Against
Vote Withheld

Ordinary Resolutions

1. To receive the Company's audited annual report and accounts for the year ended 31 December 2019.
2. To approve the directors' remuneration report, other than the part containing the directors' remuneration policy.
3. To approve a new directors' remuneration policy, set out in the directors' remuneration report.
4. To approve the LMS Capital Value Creation Plan.
5. To re-elect Robert Rayne as a director.
6. To elect Nick Friedlos as a director.
7. To elect Peter Harvey as a director.
8. To elect Graham Stedman as a director.

☐	☐	☐
☐	☐	☐
☐	☐	☐
☐	☐	☐
☐	☐	☐
☐	☐	☐
☐	☐	☐
☐	☐	☐

RESOLUTIONS

Please mark 'X' to indicate
how you wish to vote

For
Against
Vote Withheld

9. To elect James Wilson as a director.
10. To re-appoint BDO LLP as auditor of the Company, to hold office until the conclusion of the next Annual General Meeting of the Company.
11. To authorise the directors to determine the auditor's remuneration.
12. To authorise the allotment of shares.
13. To disapply pre-emption rights.
14. To authorise the Company to buy back shares.
15. To authorise the calling of the general meetings on 14 days' notice.

☒	☒	☒
☒	☒	☒
☒	☒	☒
☒	☒	☒
☒	☒	☒
☒	☒	☒
☒	☒	☒

Signature

Date

Notes

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder as their proxy to exercise all or any of their 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 over). If the proxy is being appointed in relation to less than your full voting entitlement, please enter 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 shareholder, the full voting entitlement for that designated account).
2. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate 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.
3. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
4. 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.
5. Entitlement to attend and vote at the meeting and the number of votes which may be cast will be determined by reference to the Register of Members of the Company at close of business on 22 June 2020. 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. Shares held in uncertificated form (ie in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual. Shareholders wishing to vote online should visit www.signalshares.com and follow the instructions.
7. The completion and return of this form will not preclude a member from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
8. To be effective, this Form of Proxy should be signed by a member, or their attorney duly authorised in writing, and, if a corporation, this Form of Proxy must be executed under its common seal or under the hand of a duly authorised officer or attorney (or under the hand of another person duly authorised to sign it).
9. To be valid for the meeting, the Form of Proxy over must be completed, signed and lodged, accompanied by any power of attorney under which it is executed (if applicable) with the Company's registrars, Link Asset Services, 34 Beckenham Road, Beckenham, Kent BR3 4TU, during usual business hours but no later than 3.00pm on 22 June 2020 or in the event of an adjournment, not less than 48 hours before the time of the adjournment. Forms of Proxy must not be submitted via the Company's website or via any email address set out on the Company's website.
10. In the case of joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders. For this purpose, seniority shall be determined by the order in which the names of such holders stand in the register of members in respect of the joint holding.
11. Any amendments made to this Form of Proxy must be initialed by the person who signs it.
12. If you prefer, you may return the Form of Proxy to the registrars in an envelope addressed to FREEPOST, PXS1, 34 Beckenham Road, Beckenham, BR3 4TU.

Business Reply Plus
Licence Number
RLUB-TBUX-EGUC



PXS1
34 Beckenham Road
Beckenham
BR3 4TU