

## CARCLO PLC | NOTICE OF AVAILABILITY - IMPORTANT, please read carefully

You can now access the Annual Report and Accounts for the year ended 31 March 2020 and Notice of Annual General Meeting at the 'Results and Presentations' tab of our website at [www.carclo.co.uk/investors](http://www.carclo.co.uk/investors).

The Annual General Meeting is to be held at 6-7 Faraday Road, Rabans Lane Industrial Area, Aylesbury, Buckinghamshire, HP19 8RY on Tuesday, 29 September 2020 at 11.30 am.

Due to the recent outbreak of COVID-19 (commonly referred to as Coronavirus) and the related guidelines from governmental authorities, including the restrictions on mass gatherings and all non-essential travel and social contact, shareholders may not physically attend the Annual General Meeting and will not be permitted access to the venue on the day of the meeting.

Shareholders are encouraged to appoint the Chairman of the Annual General Meeting as your proxy. You can submit your proxy online at <http://www.sharevote.co.uk> or by completing and returning this Form of Proxy.

Before completing this form, please read the Notice of Annual General Meeting, together with the notes below. Once completed, please sign and return this form to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA so as to be received by 11:30 am on 25 September 2020. Alternatively, you may appoint a proxy via the CREST system (see note 12).

## CARCLO PLC | PROXY FORM ANNUAL GENERAL MEETING

Voting ID

Task ID

Shareholder Reference Number

I/We being a member/members of Carclo plc (the 'Company') hereby appoint the Chairman of the Meeting or (see note 2):

--	--

Name of proxy

Number of shares (see notes 3 and 4)

as my/our proxy to exercise all or any of my/our rights to attend, to speak and to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at 11:30 am on 29 September 2020 at 6-7 Faraday Road, Rabans Lane Industrial Area, Aylesbury, Buckinghamshire, HP19 8RY and at any adjournment thereof (the 'Meeting').

Please mark this box if this proxy appointment is one of multiple appointments being made (see note 4).

I/We direct my/our proxy to vote on the resolutions to be proposed at the Meeting as I/we have indicated by marking the appropriate box with an "x". I/we further direct my/our proxy to vote (or refrain from voting) as he/she thinks fit for me/us and on my/our behalf on any other matter which may properly come before the Meeting or any adjourned meeting. If no indication is given, the proxy may vote or refrain from voting at his/her discretion (see note 5).

### Ordinary Resolutions

- 1 To receive the audited accounts and the auditors' and directors' reports for the year ended 31 March 2020
- 2 To approve the directors' remuneration report (excluding the remuneration policy) for the year ended 31 March 2020
- 3 To approve the directors' remuneration policy (as contained in the directors' remuneration report) for the year ended 31 March 2020
- 4 To elect Antony Collins
- 5 To elect Matt Durkin-Jones
- 6 To elect Nick Sanders
- 7 To re-elect Joe Oatley
- 8 To re-elect Peter Slabbert
- 9 To re-elect David Toohey
- 10 To re-appoint Mazars LLP as auditors
- 11 To authorise the audit committee of the board of directors to determine the auditors' remuneration
- 12 To approve, adopt and ratify the decisions of the current and former directors of the Company to pay fees to directors
- 13 To authorise the directors to allot shares up to the specified limit

	For	Against	Vote withheld (see note 5)
1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### Special Resolutions

- 14 To empower the directors to issue shares for cash free from statutory pre-emption rights up to the specified limit
- 15 To authorise the Company to purchase its own shares up to the specified limit
- 16 To authorise the calling of any general meeting (other than an annual general meeting) by not less than 14 clear days' notice

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature  
(see notes 6 to 9)

Dated

## NOTES

- 1 A member who is entitled to attend and vote at the Meeting is entitled to appoint another person, or two or more persons in respect of different shares held by him, as his proxy to exercise all or any of his rights to attend and to speak and vote at the Meeting. A proxy need not be a member of the Company.
- 2 If you wish to appoint a person other than the Chairman as proxy, the words "the Chairman of the Meeting or" should be deleted and the name of the proxy inserted in the appropriate space. If you sign and return this proxy form with no name inserted in the space provided, the Chairman of the Meeting will be deemed to be your proxy. Please note that if you appoint as your proxy any person other than the Chairman of the meeting, such person will not be permitted to attend the AGM in person as things currently stand. In these circumstances, your appointment will be deemed to be an appointment of the Chairman of the meeting. This will ensure that your vote still counts.
- 3 If the proxy is being appointed in relation to part of your holding only, please enter in the box next to the proxy's name the number of shares in relation to which they are authorised to act as your proxy. If this box is left blank, they will be authorised in respect of your entire shareholding.
- 4 To appoint more than one proxy, (an) additional proxy form(s) can be obtained from the Company's registrars, Equiniti, on 0371 384 2249 or you may photocopy this form. Please enter in the box next to the proxy's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the relevant box if the proxy appointment is one of multiple appointments being made. All forms must be signed and should be returned together in the same envelope.
- 5 Please indicate with an "x" how you wish your proxy to vote. Unless otherwise instructed, a proxy may vote (or refrain from voting) on any resolution, and in respect of any other business which may properly come before the Meeting, at his discretion. The "Vote Withheld" option enables members to instruct their proxy not to vote 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 votes "For" or "Against" a resolution.
- 6 This form should be signed and dated by the member or his/her attorney duly authorised in writing. In the case of a corporation, this form of proxy must be executed under its common seal or as a deed or by a duly authorised attorney or by a duly authorised officer of the corporation.
- 7 In the case of joint holders, the signature of any one holder will be sufficient, but the names of all joint holders should be stated. The vote of the senior joint holder (as determined by the order in which the names stand in the Company's Register of Members in respect of the joint holding) who tenders a vote shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
- 8 If two or more valid but differing proxy forms are received in respect of the same share for use at the Meeting and in respect of the same matter, the one which is last validly received (regardless of its date or of the date of its execution) shall be treated as replacing and revoking the other or others as regards that share. If the Company is unable to determine which proxy form was last validly received, none of them shall be treated as valid in respect of that share, provided that if the Company determines that it has insufficient evidence to decide whether or not a proxy form is in respect of the same share, it shall be entitled to determine which form (if any) is to be treated as valid.
- 9 To be valid, this form of proxy (together with any power of attorney or other authority under which it is signed or notarially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971 of such power or authority) must be completed, signed and returned so as to be received by the Company's registrars, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA by 11:30 am on 25 September 2020.
- 10 Any alteration made to this form of proxy should be initialled.
- 11 Appointment of a proxy will not affect the right of a member to attend and vote at the Meeting in person.
- 12 To appoint one or more proxies or to give an instruction to a proxy via the CREST system, you should follow the procedures set out in the notes to the Notice of General Meeting and make the appointment(s) or give the instruction so as to be received at the address and by the time stated in the notes to the Notice of Meeting.
- 13 If you wish to submit your proxy appointment electronically, please visit [sharevote.co.uk](http://sharevote.co.uk), where full instructions on how to do so are given. If you return paper and electronic voting instructions, those received last by Equiniti before the latest time for the receipt of proxies or voting instructions will take precedence. You are advised to read the [sharevote.co.uk](http://sharevote.co.uk) terms and conditions of use carefully.