

ATTENDANCE CARD
 PROACTIS Holdings Plc – ANNUAL GENERAL MEETING



To be held at: the offices of finnCap Ltd at 60 New Broad Street, London EC2M 1JJ from 2.00 p.m. on 19th December 2018. 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's registrars. This will facilitate entry to the meeting.

Signature of person attending

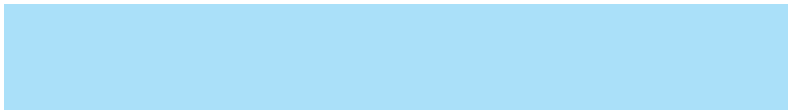
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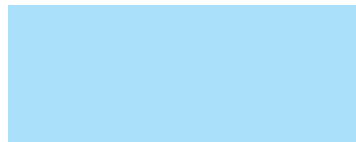
Investor Code:



FORM OF PROXY
 PROACTIS Holdings Plc – ANNUAL GENERAL MEETING



Barcode:



Investor Code:

Event Code:

N57PA80311

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 General Meeting of the Company to be held at the offices of finnCap Ltd at 60 New Broad Street, London EC2M 1JJ at 2.00 p.m. on 19 December 2018 and at any adjournment thereof. I 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.

ORDINARY RESOLUTIONS

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

1. To adopt and receive the directors' report and the audited accounts of the Company for the year ended 31 July 2018.
2. To declare a final dividend for the year ended 31 July 2018 of 1.5 pence per ordinary share.
3. To re-appoint Sean McDonough, who retires by rotation at the meeting, as a director of the Company.
4. To re-appoint Rodney Potts, who retires by rotation at the meeting, as a director of the Company.
5. To re-appoint Sophie Tomkins as a director of the Company.
6. To appoint KPMG LLP as auditor of the Company and to authorise the audit committee of the board of directors to determine the auditor's remuneration.
7. To authorise the directors to allot securities up to an aggregate nominal amount of £3,120,000.

	For	Against	Vote Withheld
	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

SPECIAL RESOLUTIONS

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

8. To empower the directors to allot equity securities for cash and to disapply statutory pre-emption rights up to an aggregate nominal amount of £945,000

	For	Against	Vote Withheld
	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

Signature

Date

You may submit your proxy electronically at signalshares.com

Notes

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes. Submission of a proxy form does not preclude you from attending the meeting and voting in person.
2. You may delete the words "chairman of the Annual General Meeting of PROACTIS Holdings PLC" and insert the name of your own choice of proxy, who need not be a member of the Company. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. 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 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 form of proxy has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
3. You may not appoint more than one proxy to exercise rights attached to any share. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by photocopying this form. Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms of proxy must be signed and should be returned together in the same envelope.
4. Please indicate with an 'X' in the appropriate space how you wish your votes to be cast. In the absence of any instructions on the resolutions referred to above your proxy will vote or abstain as he or she thinks fit. Your proxy will also vote or abstain as he or she thinks fit on any other matter coming before the meeting, including on any resolution to amend a resolution or to adjourn the meeting. Proxies may vote on a show of hands and on a poll.
5. To abstain from voting on a resolution, tick the box "vote withheld". A "vote withheld" is not a vote in law which means that the vote will not be counted in the calculation of votes "for" and "against" the resolution.
6. To be valid this proxy form must reach the Company's registrars, Link Asset Services of Proxies Department, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU by 2.00 p.m. on 17 December 2018.
7. In the case of joint registered holders, any joint holder may sign this proxy form, but the vote of the person whose name appears first in the register of members in respect of the holding or his proxy will be accepted to the exclusion of the votes of other joint holders or their proxies. In the case of a corporation, this form of proxy must be executed under its common seal or signed on its behalf by an attorney or officer of the corporation.
8. If this proxy form is executed under a power of attorney or other authority, the power of attorney and other authority (or a notarially certified copy of it) must be lodged with the Company's registrars with the proxy form.
9. If you submit more than one valid proxy appointment, whichever appointment is the last dated (provided that such date is on or before the date of delivery but otherwise regardless of the actual date of execution or the date of its delivery) shall be treated as replacing and revoking the others as regards that share.
10. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent RA10 by 2.00 p.m. on 17 December 2018.
11. 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.



Business Reply Plus
Licence Number
RLUB-TBUX-EGUC

BARCODE



PXS 1
34 Beckenham Road
BECKENHAM
BR3 4ZF