

Annual General Meeting 2020

Friday 11 December 2020 at 12.00 noon

volution

IMPORTANT NOTICE:

Given prevailing Government guidance in relation to COVID-19 and specifically the restrictions on public gatherings, the AGM will be convened with the minimum quorum of shareholders (which will be facilitated by the Company's management team) in order to conduct the business of the AGM. Therefore, instead of attending the AGM, we ask that you please exercise your vote by completing the attached Form of Proxy or by registering the appointment of a proxy electronically, as described overleaf. In the interests of safety, any: (i) proxy who is not the Chairman of the AGM; or (ii) shareholder attending the AGM in person will be denied access to the AGM. The Board, therefore, strongly recommends that you appoint the Chairman of the AGM as your proxy.

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Form of Proxy – notes on completion

1. A shareholder entitled to vote at the Meeting may appoint one or more proxies to exercise all or any of his/her rights to vote instead of him/her. A proxy need not be a shareholder of the Company.
2. A proxy need not be a shareholder of the Company and can be either an individual or a body corporate. At the Meeting, the proxy can act for the member he or she represents. **However, the Board recommends that shareholders who wish to appoint a proxy appoint the Chairman of the Meeting. As set out in the Chairman's introduction in the 2020 AGM Notice, in light of the current situation regarding the COVID-19 pandemic, if a shareholder appoints someone else as their proxy, that proxy will not be able to attend the Meeting in person in order to cast the shareholder's vote.**
3. Please specify the number of shares to be voted if not your entire holding.
4. To be valid, your signed and dated Form of Proxy must be deposited, together with any power of attorney or authority under which it is signed or a certified copy of such power or authority, at the offices of the Company's Registrar: Equiniti, Aspect House, Spencer Road, Lancing BN99 6DA, or for shares held through the CREST proxy voting system, by using the procedures described in the CREST Manual (available via www.euroclear.com) as soon as possible and no later than 12.00 noon on 9 December 2020. In the case of a corporation, the Form of Proxy should be executed under its common seal and/or the hand of a duly authorised officer or attorney.
5. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by 12.00 noon on 9 December 2020. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
6. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
7. The "Vote withheld" box 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 votes "for" and "against" a resolution but will be counted to establish if a quorum is present.
8. In the absence of instructions, the person appointed proxy may vote or refrain from voting as he/she thinks fit on the specified resolutions and, unless instructed otherwise, the person appointed proxy may also vote or refrain from voting as he/she thinks fit on any other business (including amendments to resolutions) which may properly come before the Meeting.
9. Only those shareholders registered in the register of members of the Company at 6.30 pm on 9 December 2020 shall be entitled to attend or vote at the Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register of members after 6.30 pm on 9 December 2020 shall be disregarded in determining the rights of any person to attend or vote at the Meeting.
10. In the case of joint registered holders, the signature of one holder on a proxy card will be accepted and 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 the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand on the register of members of the Company in respect of the relevant joint holding.

Your name

Your address

I/We being a holder/holders of ordinary shares of Volution Group plc (the Company) and entitled to vote at the Annual General Meeting hereby appoint:

Chairman of the Meeting (please mark with an "X") (see notes 2 and 3); or

my/our own proxy

Name

Number of shares

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement* on my/our behalf at the Meeting to be held at 12.00 noon on Friday 11 December 2020 and at any adjournment thereof.

This Form of Proxy is to vote on the resolutions detailed below. Please indicate with an "X" in each case how you wish the proxy to vote on your behalf or if you wish them to abstain from voting. In the absence of any such indication and in relation to any other business arising at the Meeting the proxy will vote or withhold your vote at his or her discretion.

Please tick here if this proxy appointment is one of multiple appointments being made.*

* For the appointment of more than one proxy, please refer to the notes overleaf.

Ordinary resolutions

1. Annual Report and Accounts
2. Directors' Remuneration Policy
3. Directors' Remuneration Report
4. Re-elect Paul Hollingworth
5. Re-elect Ronnie George
6. Re-elect Amanda Mellor
7. Re-elect Andy O'Brien
8. Re-elect Tony Reading
9. Re-elect Claire Tiney
10. Elect Nigel Lingwood
11. Re-appoint auditor
12. Remuneration of auditor
13. Authority to incur political donations
14. Authority to allot shares

	For	Against	Vote withheld
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Special resolutions

15. Authority to disapply pre-emption rights
16. Authority to call a general meeting on 14 clear days' notice

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

Please see notes on completion and use overleaf.

Signature

Date