

For use at the first Annual General Meeting ("AGM") of essensys plc (the "Company") to be held at the Company's Registered Office at Aldgate Tower 7th Floor, 2 Leman Street, London, E1 8FA on 28 November 2019 at 9.30 a.m.

Shareholder Reference Number

If you are attending the AGM, please bring this card with you and hand it to the Company's registrars, Equiniti, on arrival; this will help us to speed up your admission.

Perivan 256408

FORM OF PROXY

essensys plc

(Incorporated in England and Wales under the Companies Act 2006 with registered number 11780413)

VOTING ID

TASK ID

SHAREHOLDER REFERENCE NUMBER

For use at the first Annual General Meeting ("AGM") of essensys plc (the "Company") to be held at the Company's Registered Office at Aldgate Tower 7th Floor, 2 Leman Street, London, E1 8FA on 28 November 2019 at 9.30 a.m.

I/We (name(s) in full) being (a) holder(s) of

ordinary shares of £0.0025 each in the capital of the Company ("Ordinary Shares") hereby appoint the Chairman of the AGM/or

*of

as my/our proxy to vote for me/us on my/our behalf at the AGM and at every adjournment thereof. I/We wish my/our proxy to vote as shown below in respect of the resolutions set out in the notice of the AGM.

Please indicate your vote by marking the appropriate boxes below in black ink like this:

	In favour For	Against	Vote Withheld
Ordinary Resolutions			
1. To receive the Reports of the Directors and the Financial Statements for the year ended 31 July 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the report on Directors' remuneration for the year ended 31 July 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect Mr. Mark Furness as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Mr. Alan Pepper as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Mr. Charles Butler as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Mr. Jonathan Lee as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-appoint BDO LLP as auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To authorise the Directors to determine audit fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To authorise the Directors to allot equity securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolutions			
10. To authorise the Directors to disapply pre-emption rights in certain circumstances	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To authorise the Company to make market purchases	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

PLEASE TICK HERE IF THIS PROXY APPOINTMENT IS ONE OF MULTIPLE APPOINTMENTS BEING MADE

The vote 'withheld option' is provided to enable you to instruct your proxy not to vote on any particular resolution, however it should be noted that a vote withheld is not a valid vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.

Date

2019

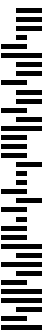
Signature

Please refer to the notes overleaf.

Notes:

1. Every shareholder is entitled to appoint one or more proxies to attend, speak and vote in his or her stead. A proxy need not be a member of the Company. If a member wishes his proxy to speak on his behalf at the AGM, he will need to appoint his own choice of proxy (who is not the Chairman) and give instructions directly to the proxy. The completion and return of a form of proxy (or any CREST Proxy Instruction (as defined in Note 10 of the Notice of AGM)) will enable a shareholder to vote at the AGM without having to be present at the meeting, but will not preclude him/her from attending the AGM and voting in person if he/she should subsequently decide to do so.
2. In the case of joint registered holders, the signature of one holder will be accepted and the vote of the senior who tenders a vote, whether in person or 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 in respect of the relevant joint holding.
3. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share. To appoint a proxy or proxies, shareholders must:
 - (a) complete a form of proxy, sign it and return it, together with the power of attorney or other authority (if any) under which it is signed, to the Company's registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA;
 - (b) complete a CREST Proxy Instruction (as set out in note 5 below); or
 - (c) register the appointment of a proxy electronically at www.sharevote.co.uk (see Note 12 of the AGM), in each case so that it is received no later than 9:30 a.m. on 26 November 2019.
4. To appoint more than one proxy, you will need to complete a separate form of proxy in relation to each appointment. A form of proxy for use in connection with the AGM is enclosed with this document. If you do not have a form of proxy and believe that you should, please contact the Company's registrars, Equiniti Limited on 0371 384 2030 (or, if calling from overseas, on +44 121 415 7047) or at Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.

5. To be valid, the enclosed form of proxy must be lodged with Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA not later than 48 hours before the time appointed for the holding of the AGM or at any adjournment thereof. CREST members who wish to appoint a proxy or proxies by utilising the proxy appointment service may do so for the AGM and any adjournment(s) of the meeting by using the procedures described in the CREST Manual (available via www.euroclear.com). CREST personal members or other CREST sponsored members (and those CREST members who have appointed a voting service provider) should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.
6. As an alternative to completing the hard-copy Proxy Form, you can appoint a proxy electronically by visiting www.sharevote.co.uk. You will need your voting ID, task ID and shareholder reference number (this is the series of numbers printed on your Proxy Form). Alternatively, if you have already registered with Equiniti Limited's online portfolio service, Shareview, you can submit your Proxy Form at www.shareview.co.uk. Full instructions are given on both websites. To be valid, your proxy appointment(s) and instructions should reach Equiniti Limited no later than 9:30 a.m. on 26 November 2019.
7. CREST members who wish to utilise the CREST electronic appointment service should first read Notes 10 and 11 of the Notice of AGM.
8. You may not use any electronic address provided in this form of proxy to communicate with the Company for any purpose other than those expressly stated.
9. As at the last business day prior to the publication of the Notice of AGM, the Company's issued share capital consisted of 48,107,567 ordinary shares, carrying one vote each. The total voting rights in the Company 48,107,567.



Freeport RTHJ-CLLL-KBKU
Equiniti
Aspect House
Spencer Road
LANCING
BN99 8LU

