

Company Number: 3819314

TOLENT PLC (“the Company”)

General Meeting

Proxy Form

Before completing this form, please read the explanatory notes below

I/We

.....

(print name)

.....

(print address)

being a member of the Company appoint the Chairman of the meeting or (see note 3)

as my/our proxy to attend, speak and vote on my/our behalf at the General Meeting of the Company to be held at Ravensworth House, 5th Avenue Business Park, Team Valley, Gateshead, Tyne & Wear, NE11 0HF on Wednesday 30th September 2020 at 10.00am and at any adjournment of the meeting.

This form of proxy is given in respect of ordinary shares of 10 pence each.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting.

Resolutions	For	Against	Vote withheld
Ordinary Resolutions			
1. To receive and adopt the Company's financial statements for the year ended 31 December 2019 together with the reports of the Directors and Auditors thereon.			
2. To re-appoint Grant Thornton UK LLP as Auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company and to authorise the Board to fix their remuneration.			

Signature	Date

Notes to the proxy form

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.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact the Company Secretary at Ravensworth House, 5th Avenue Business Park, Team Valley, Gateshead, Tyne and Wear, NE11 0HF who will provide details of the required procedure. Please insert the number of ordinary shares in respect of which the form of proxy is given. If no number is inserted, the form of proxy will be taken to have been given in respect of all ordinary shares held.
5. To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
6. To appoint a proxy the enclosed form of proxy must be:
 - (a) completed, signed and dated;
 - (b) sent or delivered to the Company Secretary at Ravensworth House, 5th Avenue Business Park, Team Valley, Gateshead, Tyne and Wear, NE11 0HF; and
 - (c) received by the Company Secretary no later than 48 hours before the time of the meeting (excluding weekends and bank holidays).
7. In the case of a member that is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or any attorney for the company.
8. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

9. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
10. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
11. To change your proxy instructions simply submit a new completed, signed and dated proxy form in accordance with note 6 above. Your new proxy form must be received by the Company Secretary no later than 48 hours before the time of the meeting (excluding weekends and bank holidays). If you need a new proxy form, please contact the Company Secretary at Ravensworth House, 5th Avenue Business Park, Team Valley, Gateshead, Tyne and Wear, NE11 0HF.
12. To terminate a proxy appointment you will need to inform the Company by sending a signed written notice stating your intention to revoke your proxy appointment to the Company Secretary at Ravensworth House, 5th Avenue Business Park, Team Valley, Gateshead, Tyne and Wear, NE11 0HF. The termination of proxy appointment must be received by the Company Secretary no later than the commencement of the Annual General Meeting.