

## Voting

Shareholders will be invited to vote on a series of resolutions. All voting will be by way of a poll using hand-held electronic voting devices. You can cast your vote by proxy or in person.

## Proxies

Shareholders are entitled to attend and vote at the Company's AGM. You may appoint one or more proxies (who do not have to be a shareholder of the Company) to exercise all or any of your rights to attend, speak and vote at the AGM. However, if you appoint more than one proxy, each proxy must be appointed for different shares.

Proxies may only be appointed by:

- completing and returning the Proxy Form you received with the Company's Notice of AGM to PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF;
- going to [www.signalshares.com](http://www.signalshares.com) and following the instructions for electronic submission provided there; or
- having an appropriate CREST message transmitted, if you are a user of the CREST system (including CREST personal members). Please refer to the CREST manual on the Euroclear website ([www.euroclear.com/CREST](http://www.euroclear.com/CREST)) for further information.

A returned Proxy Form will not prevent you from attending the Meeting and voting in person. However, if you do attend the Meeting, any proxy appointment will no longer be valid.

The electronic addresses provided above are given solely for the purpose of enabling you to register the appointment of your proxy or proxies for the Meeting or to submit your voting directions electronically. You may not use any of these addresses to communicate with the Company for any other purpose.

To be effective, your Proxy Form must be completed in accordance with the instructions contained in the Notice of Annual General Meeting and received by the Registrar of the Company at least 48 hours before the time of the AGM, i.e. by **12 noon on Tuesday 6 February 2018**.

To appoint a proxy or to give an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer's agent (ID RA10) for the 2018 AGM by **12 noon on Tuesday 6 February 2018**. Please note, however, that proxy messages cannot be sent through CREST on weekends, public holidays or after 8.00 p.m. on any other day. For the purpose of this deadline, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message. CREST personal members or other CREST sponsored members and those CREST members that have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST.

For further information on CREST procedures, limitations and system timings, please refer to the CREST manual. We may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001, as amended.

Only those shareholders registered in the Register of Members of the Company as at close of business **on Tuesday 6 February 2018** or, in the event that the Meeting is adjourned, in the Register of Members at the close of business two days before the time of any adjourned meeting, shall be entitled to attend or vote at the 2018 AGM in respect of the number of shares registered in their name at the relevant time. Changes to entries on the Register of Members after close of business on **Tuesday 6 February 2018** or, in the event that the Meeting is adjourned, at close of business two days before the time of any adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the Meeting.

### **Nominated persons**

Any beneficial shareholders who are nominated under section 146 Companies Act 2006 to enjoy information rights (a 'Nominated Person') may, under an agreement between them and the registered shareholder who nominated them, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may have a right to give instructions to the shareholder as to the exercise of voting rights.

Shareholders' voting rights as detailed above **do not apply to Nominated Persons**. These rights can only be exercised by shareholders of the Company.