

JARVIS SECURITIES PLC (Company)
GENERAL MEETING TO BE HELD ON 4 MAY 2021 (Meeting)
FORM OF PROXY

Before completing this form, please read the explanatory notes [below OR overleaf]

I /We[FULL NAME[S] IN BLOCK CAPITALS] being a member of the Company, appoint the **Chairman of the Meeting /** as my/our proxy to attend, speak and vote on my/our behalf at the Meeting and at any adjournment of the Meeting

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 you wish to appoint multiple proxies, please see note 2 below. Please tick here if you are appointing more than one proxy: []

	For	Against
ORDINARY RESOLUTION		
<p>1 THAT, in accordance with section 551 of the Companies Act 2006 (Act), the directors, be generally and unconditionally authorised to exercise all the powers of the company to allot shares or grant rights to subscribe for or to convert any security into shares in the company:</p> <p>(A) up to an aggregate nominal amount of £36,900; and</p> <p>(B) up to a further aggregate nominal amount of £36,900 in connection with an offer of equity securities (as defined in section 560(1) of the Act) by way of a rights issue or other pre-emptive offer or issue to:</p> <p style="margin-left: 40px;">I. ordinary shareholders in proportion (as nearly as may be) to their existing holdings; and</p> <p style="margin-left: 40px;">II. holders of other equity securities, if this is required by the rights of those securities or, if the Company's directors consider it necessary, as permitted by the rights of those securities, but subject to such exclusions and other arrangements as the Company's directors may consider necessary or appropriate in relation to fractional entitlements, record dates, treasury shares or any legal, regulatory or practical problems under the laws of any territory (including the requirements of</p>		

	For	Against
<p>any regulatory body or stock exchange) or any other matter;</p> <p>such authority to expire at the end of the next Annual General Meeting of the Company or if earlier, at the close of business 15 months after the passing of this resolution but, in each case so that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority ends.</p> <p>For the purposes of this resolution, “rights issue” means an offer to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory.</p>		
SPECIAL RESOLUTIONS		
<p>2 THAT, in accordance with section 570 of the Act, the Directors be generally empowered to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to such sale, provided that this power shall be limited to the sale of treasury shares pursuant up to an aggregate nominal amount of £2,245.25, in connection with the Placing and the PrimaryBid Offer detailed in the circular to shareholders of the Company dated 9 April 2021. This power, unless renewed, extended, varied or revoked by the Company in general meeting, shall expire at the end of the next Annual General Meeting of the Company or, if earlier, at the close of business 15 months after the passing of this resolution save that the Company may before such expiry make offers or agreements which would or might require Ordinary Shares to be sold out of treasury after such expiry and the directors may sell the relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.</p>		
<p>3 THAT, subject to and conditional upon the passing of resolution 1, the Directors be authorised to allot equity securities (within the meaning of section 560 of the Act) for cash under the authority given by resolution 1 and/or to sell ordinary shares held by the Company as</p>		

	For	Against
<p>treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be limited to:</p> <p>(A) the allotment of equity securities in connection with an offer or issue of equity securities (but in the case of the authority granted under paragraph (B) of Resolution 1, by way of a rights issue only) to or in favour of:</p> <p style="padding-left: 40px;">I. ordinary shareholders in proportion (as nearly as may be) to their existing holdings; and</p> <p style="padding-left: 40px;">II. holders of other equity securities, if this is required by the rights of those securities or, if the Company's directors consider it necessary, as permitted by the rights of those securities,</p> <p>(B) the allotment of equity securities or sale of treasury shares (other than under paragraph A above) up to an aggregate nominal amount of £4,500, this amount to be not more than 5 per cent of the issued ordinary share capital (excluding treasury shares) of the Company as at the latest practicable date prior to publication of the notice of meeting,</p> <p>such authority to expire at the end of the next Annual General Meeting of the Company (or, if earlier, at the close of business on the date being 15 months after the passing of this resolution but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.</p>		
4	<p>THAT, the Directors be retrospectively authorised, in addition to any authority granted under resolutions 2 and 3, for any sale of 116,400 Ordinary Shares, having an aggregate nominal value of £567.85, made out of treasury between 5 September 2019 and 18 March 2021 to existing shareholders under the Company's Dividend Re-Investment Plan, as if section 561 of the Act did not apply to any such sale of treasury shares.</p>	
5	<p>THAT, subject to the sanction of the Court, the amount standing to the credit of the share premium account of the Company as at the date of the final hearing before</p>	

	For	Against
the Court at which confirmation of said cancellation is sought, be cancelled.		
6 THAT, with effect from the conclusion of the meeting the draft articles of association (produced to the meeting and for the purposes of identification), be adopted as the articles of association of the Company, in substitution for, and to the exclusion of, the Company's existing articles of association.		
7 THAT a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.		
Signature		

Notes

FORM OF PROXY AND APPOINTMENT

1. Ordinarily, a Shareholder who is entitled to attend and vote at the meeting is entitled to appoint one or more proxies to exercise all or any of their rights to attend, speak and vote at the meeting. In light of the UK Government's measures introduced in response to the COVID-19 outbreak, including advice to avoid public gatherings and all non-essential travel and social contact, the Board has made the decision that the Meeting will be held as a closed meeting with all Shareholders kindly requested not to attend in person. The Meeting will be convened with the minimum quorum of Shareholders as is required to conduct the formal business of the Meeting. Regrettably, any Shareholder or appointed proxy who attempts to attend the Meeting in person, will be refused entry. You are therefore strongly advised to appoint the Chairman of the Meeting as your proxy to ensure that your vote is counted. Shareholders are also advised not to appoint multiple proxies but to appoint the Chairman of the meeting as their sole proxy. All Resolutions will be taken on a poll. If you do not wish to appoint the Chairman, delete the words "the Chairman of the Meeting" and insert the name of the person appointed proxy in the space provided.

2. 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, additional proxy forms may be obtained by contacting the Company or you may copy this form. If you are appointing more than one proxy, please indicate next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy and indicate by ticking the relevant box that the proxy appointment is one of multiple appointments being made. Multiple proxy appointments should be returned together in the same envelope. **However, as the meeting will be conducted as a closed meeting in accordance with the latest guidance available to the Company, you are strongly discouraged from appointing multiple proxies and are advised to appoint the Chairman of the meeting as your sole proxy to ensure that your vote is counted. Shareholders or their proxies or appointed representative(s) (other than the Chairman of the Meeting) will not be permitted to attend the General Meeting.**

3. 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 name being the most senior).

VOTING DIRECTIONS

4. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. 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, including a motion to adjourn.

RETURNING YOUR FORM OF PROXY

5. To appoint a proxy using this form, the form must be:

- completed and signed;
 - (a) sent or delivered to Share Registrars Limited at The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR; or
 - (b) scanned and emailed to voting@shareregistrars.uk.com; and
- received by Share Registrars Limited no later than 9 a.m. on 2 May 2021 (or in the case of an adjournment of the Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting).

6. Alternatively, you can submit your proxy vote online at www.shareregistrars.uk.com as soon as possible, but in any event so as to be received by no later than 9 a.m. on 2 May 2021 (or, in the case of an adjournment of the General Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting).

7. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. 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.

8. 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 (CREST ID: 7RA36) by the latest time for receipt of proxy appointments as specified in the notes to the notice of meeting. (See the notes to the notice of meeting for further information on proxy appointment through CREST).

9. 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. For details of how to change your proxy instructions or revoke your proxy appointment, see the notes to the notice of meeting.

10. 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.