

GRC International Group PLC

(the Company)

Form of Proxy – General Meeting

(Before completing this form please read the explanatory notes)

I/we, (name of shareholder(s))

In the case of joint shareholders, the names of all joint holders should be shown

being a member/members of the Company, appoint

Name of proxy (complete in block capitals)

Tick this box if this proxy appointment is one of multiple appointments

For the appointment of more than one proxy, please refer to note 3.

Number of shares to which this proxy relates

Note: Leave blank if you are only appointing one proxy in respect of all your shares

or, if no one is named in the box as proxy, the chairman of the meeting, as my/our proxy to exercise all or any of my/our rights to attend and speak for me/us and on my/our behalf at the general meeting of the Company (the **GM**) to be held at 11:00 on 18 February 2020 (and at any adjournment of the GM).

I/We have indicated with an 'X' how I/we wish my/our votes to be cast on the Resolutions set out below and I/we direct that my/our proxy will vote (or abstain from voting) as he/she thinks fit for me/us and on my/our behalf on any other matter which may properly be dealt with at the GM (or adjourned meeting).

Resolutions

Please mark 'X' to indicate how you wish to vote	For	Against	Withheld	Discretionary
1. Ordinary Resolution That, the directors be authorised to allot ordinary shares up to an aggregate nominal amount of £33,413.42 in connection with the Placing, Deferred Consideration Share Issue and the allotment of the Additional Consideration Shares detailed in a circular to the shareholders of the Company dated 31 January 2020.				
2. Special Resolution That, conditional upon the passing of resolution 1 above, the directors be empowered to allot equity securities on a non pre-emptive basis up to the aggregate nominal amount specified in resolution 1 as if section 561(1) of the Companies Act 2006 did not apply to such allotment.				

Please indicate with an 'X' in the appropriate box opposite each resolution how you wish your vote to be cast or if you want your vote to be withheld. If you select the 'discretionary' option or do not select any of the options, your proxy will vote (or abstain) as he or she thinks fit on the resolution.

The 'vote withheld' option is provided to enable you to direct your proxy to abstain on any particular resolution. If a vote is withheld it will not be counted in the calculation of the proportion of votes for or against the relevant resolution.

Signature

Date

Explanatory Notes:

- 1 You are entitled to appoint another person as your proxy to exercise all or any of your rights to attend and to speak and vote at the meeting. You may appoint more than one proxy in relation to different share or shares held by you. Please refer to explanatory note 3 for further information on appointing multiple proxies.
- 2 A proxy need not be a member but must attend the meeting to represent you. If you wish to appoint the chairman of the meeting to act as your proxy, you do not need to insert a name of a proxy in the space provided. If you wish to appoint someone other than the chairman of the meeting to act as your proxy, insert the name of the person you wish to appoint in block capitals in the space provided. If you appoint someone other than the chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions.
- 3 You may appoint more than one proxy, provided that each proxy is appointed in respect of a different share or shares. To appoint more than one proxy, a separate proxy form should be completed for each proxy and each appointment should clearly identify the shares to which that particular proxy relates. Please contact Equiniti Limited, at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA to obtain additional proxy forms, or you may photocopy this form. All forms must be signed and should be returned together in the same envelope.

Please indicate by ticking the box provided if the proxy is being appointed in relation to less than your full voting entitlement and enter the number of shares in relation to which they are authorised to act as your proxy in the box indicated. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement.
- 4 For each Resolution, please indicate with an X in the box provided how you wish to vote. If you fail to select any of the given options on a particular Resolution, the proxy will vote or abstain as he/she thinks fit in respect of your shareholding. The 'Vote Withheld' option is provided to enable you to abstain on any particular Resolution. It should, however, be noted that it is not a vote in law and will not be counted in the proportion of the votes 'for' and 'against' a Resolution. If you either select the 'Discretionary' option or 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 GM.
- 5 In the case of joint holders, the signature on this proxy form of any one holder will suffice but the names of all joint holders should be shown. 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 holder(s). 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, with the first named being the most senior.
- 6 If the shareholder is a corporation, this proxy form should be executed under the company seal, if any, or signed by a duly authorised officer (stating the officer's capacity), accompanied by written evidence of the authority of the person who executed the proxy form.
- 7 Proxies may also be appointed by having an appropriate CREST message transmitted through the CREST electronic proxy appointment service as described in the CREST Manual on the Euroclear website (www.euroclear.com). Please see the GM Notice for further advice on how to appoint/instruct proxies via CREST.
- 8 To be effective, this proxy form must be fully completed, signed and dated and lodged, together with the power of attorney or any other authority under which it is executed (or a notorially certified copy), with the Company's registrars, Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA by post or (during normal business hours only) by hand, or received electronically through CREST, via the Euroclear website, in each case no later than 48 hours before the time of the GM (or adjourned GM at which the person named on the form proposed to vote), such period to take no account of any part of a day which is not a working day.
- 9 To terminate the appointment of a proxy, you must either notify the proxy and the Company of the termination or appoint a new proxy in place of the original proxy. To change your proxy instructions, you should submit a new proxy appointment using one of the methods set out above. To be effective, any notice of termination, proxy form appointing a new proxy or amended proxy appointment must be received no later than 48 hours before the time of the GM (or adjourned GM at which the person named on the form proposed to vote), such period to take no account of any part of a day which is not a working day. Proxy forms received after the relevant cut-off time will be disregarded. Please contact Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA to obtain additional proxy forms.
- 10 Completion of a proxy form, online proxy appointment or CREST proxy instruction will not prevent a shareholder from attending and voting in person at the meeting (or, in the case of a corporate shareholder, by its corporate representative attending and voting in person).
- 11 If more than one proxy appointment is returned, either by paper or electronic communication in respect of the same shares, the appointment last received before the latest time for the receipt of proxies (as set out in note 8) will take precedence.
- 12 The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 145 of the Companies Act 2006 (Nominated Persons). Nominated Persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if Nominated Persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
- 13 If you have any questions about completing this form, please telephone Equiniti Limited on 0371 384 2030 or on +44 121 415 7047 if calling from outside the UK. Lines are open 08.30am to 5.30pm, Monday to Friday, excluding public holidays in England & Wales.
- 14 This personalised form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. It is not transferable between different account holders or uniquely designated accounts.