

SABIEN TECHNOLOGY GROUP PLC
(Registered in England and Wales No 05568060)

FORM OF PROXY

For use at the Annual General Meeting to be held at 10 a.m. on Monday 29 March 2021 by videoconference

I/We (Block Capitals please).....

of.....

being (a) holder(s) of ordinary shares of 0.01 pence each in Sabien Technology Group PLC (the "**Company**"), hereby appoint the Chairman of the meeting or (see note (1))

Please enter below the number of shares for which you are acting as proxy

As my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at 10 a.m. on Monday 29 March 2021 and at any adjournment of that meeting. I/We direct the proxy to vote on the resolutions as follows (see notes (1) and (2)):

ORDINARY BUSINESS				
		For	Against	Abstain/ Withhold vote
Ordinary resolutions				
1.	TO receive and consider the annual accounts of the Company for the year ended 30 June 2020, and the reports of the directors and auditors thereon.			
2.	TO re-appoint Moore Kingston Smith LLP as auditors of the Company to hold office from the conclusion of this annual general meeting until the conclusion of the next general meeting of the Company at which accounts are laid and to authorise the directors to determine their remuneration.			
3.	TO re-appoint as Director R Parris who is retiring by rotation in accordance with Article 89 of the Company's Articles of Association and who, being eligible, is offering himself for re-appointment.			
4.	THAT , Ranald McGregor-Smith, having been appointed as a director by the Board on 1 February 2021, be re-appointed as a director of the Company.			
5.	THAT , Edward Sutcliffe, having been appointed as a director by the Board on 5 March 2021, be re-appointed as a director of the Company.			
SPECIAL BUSINESS				
Ordinary resolution				
6.	THAT , subject to and conditional upon the issue and allotment of the Share Consolidation Shares the 4,372,278,000 (taking into account the Share Consolidation Shares) Ordinary Shares of £0.0001 each in the capital of the Company be consolidated into 14,574,260 Ordinary Shares of £0.03 each, with effect from 6.00 p.m. on 29 March 2021, provided that no Shareholder will be entitled to a fraction of a share. All fractional entitlements resulting from the Share Consolidation are to be aggregated into whole shares and such numbers of shares so arising are to be sold by the Company and the net proceeds of sale retained by the Company.			

7.	<p>THAT:</p> <p>(a) the rules of the Sabien Technology Group Long Term Incentive Scheme (the 'LTIP'), the main features of which are described in the explanatory notes to the notice containing this resolution, are produced in draft to the meeting and, for the purposes of identification, initialled by the chairman of the meeting, be and are hereby approved and adopted; and</p> <p>(b) the remuneration committee of the Company be and are hereby authorised to make such modifications to the LTIP as they may consider appropriate and to do all such other acts and things as they may consider appropriate to implement and establish the LTIP and grant options pursuant to the LTIP,</p> <p>provided that all rights to subscribe for Ordinary Shares under the LTIP shall not in aggregate be in excess of 15% of the entire issued share capital of the Company from time to time.</p>			
8.	<p>THAT in accordance with section 551 of the Companies Act 2006 (the "Act"), and in addition to all existing and unexercised authorities (and without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such existing or unexercised authorities), the directors be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to:</p> <p>(a) a maximum aggregate nominal amount of £0.0192 in connection with the Share Consolidation;</p> <p>(b) subject to and conditional upon the passing of resolution 7 above, a maximum aggregate nominal amount of £65,584.17 in connection with the issue of Ordinary Shares pursuant to the LTIP;</p> <p>(c) a maximum aggregate nominal amount of £218,613 in consideration of or otherwise in connection with an acquisition by the Company of any shares and/or other securities, business and/or assets, membership or partnership interest (as the case may be) in or of any body corporate (as defined in the Act), corporation, sole trader or partnership; and</p> <p>(d) a maximum aggregate nominal amount of £21,722 in any other circumstances,</p> <p>provided that this authority will expire on the fifth anniversary of the date on which this resolution is passed unless any such authorities are renewed, varied or revoked by the Company prior to or on that date and provided that the Company may, before such expiry, make an offer or agreement which would or might require shares in the Company or rights to be allotted or granted after such expiry and that the directors may allot shares in the Company or grant rights pursuant to such an offer or agreement as if the authority conferred by this Resolution 8 had not expired.</p>			

Special resolution				
9.	<p>THAT, subject to and conditional upon the passing of Resolution 8, in accordance with section 571(1) of the Act, the directors be and are hereby empowered, in addition to all existing and unexercised authorities, to allot equity securities for cash (within the meaning of section 560 of the Act) pursuant to the authority conferred by Resolution 8, as if section 561 of the Act did not apply to any such allotment, provided that this power shall:</p> <p>(a) be limited to the allotment of equity securities up to an aggregate nominal value of £0.0192 in connection with the Share Consolidation;</p> <p>(b) be limited to the allotment of equity securities up to an aggregate nominal value of £65,584.17 in connection with the issue of Ordinary Shares pursuant to the LTIP; and</p> <p>(c) be limited to the allotment of equity securities up to an aggregate nominal value of £218,613 in consideration of or otherwise in connection with an acquisition by the Company of any shares and/or other securities, business and/or assets, membership or partnership interest (as the case may be) in or of any body corporate (as defined in the Act), corporation, sole trader or partnership; and</p> <p>(d) be limited to the allotment of equity securities up to an aggregate nominal value of £21,722 in any other circumstances,</p> <p>and shall expire on the fifth anniversary of the date on which this resolution is passed, but may be previously revoked or varied by special resolution and so that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement as if such power had not expired.</p>			
10.	<p>THAT, subject to and conditional upon the passing of resolution 6 above, the New Articles 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.</p>			

Please indicate how you wish to vote with a tick in the appropriate box. If no indication is given, your proxy will be deemed to have the authority to vote or abstain at his/her discretion.

Please tick box if this is one of multiple instructions

Signed:.....

Dated:.....2021

Notes:

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 to be 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.
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 photocopy the form the required number of times.
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 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.
6. To appoint a proxy using this form, the form must be:
 - completed and signed;
 - sent or delivered to Share Registrars Ltd at The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR or by e-mail to voting@shareregistrars.uk.com; and
 - received by Share Registrars Ltd no later than 10 a.m. on Thursday 25 March 2021.
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.
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. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available from <https://www.euroclear.com/site/public/EUI>). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID 7RA36) by 10 a.m. on Thursday 25 March 2021. For this purpose, 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 by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

10. 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).
11. 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).
12. 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.
13. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.
14. 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.