

ATTENDANCE CARD
Vp plc - ANNUAL GENERAL MEETING



To be held by webinar at 10am on Thursday 23 July 2020

Signature of
person attending

Barcode:

Investor Code:

FORM OF PROXY
Vp plc - ANNUAL GENERAL MEETING

Barcode:

Investor Code:

I/We being a member of the company hereby appoint the Chairman of the meeting or (see note 1 over)

Event Code: **VIBPA91107**

Name of proxy

Number of shares proxy appointed over

as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held at 10:00am on Thursday 23 July 2020 and at any adjournment thereof. I have indicated with a 'X' how I/we wish my/our votes to be cast on the following resolutions:

If you wish to appoint multiple proxies please see note 3 over. ☐ Please also tick here if you are appointing more than one proxy.

RESOLUTIONS Please mark 'X' to indicate
how you wish to vote

- | | For | Against | Vote Withheld |
|--|-------------------------------------|-------------------------------------|-------------------------------------|
| 1. To receive and adopt the Directors' Report and Financial Statements for the year ended 31 March 2020 and the Auditor's Report contained therein | ☒ | ☒ | ☒ |
| 2. To re-appoint J F G Pilkington as a director | ☒ | ☒ | ☒ |
| 3. To re-appoint N A Stothard as a director | ☒ | ☒ | ☒ |
| 4. To re-appoint A M Bainbridge as a director | ☒ | ☒ | ☒ |
| 5. To re-appoint S Rogers as a director | ☒ | ☒ | ☒ |
| 6. To re-appoint P M White as a director | ☒ | ☒ | ☒ |

RESOLUTIONS Please mark 'X' to indicate
how you wish to vote

- | | For | Against | Vote Withheld |
|---|-------------------------------------|-------------------------------------|-------------------------------------|
| 7. To re-appoint PricewaterhouseCoopers LLP as auditors | ☒ | ☒ | ☒ |
| 8. To authorise the directors to agree the remuneration of the auditors | ☒ | ☒ | ☒ |
| 9. To approve the Remuneration Policy | ☒ | ☒ | ☒ |
| 10. To approve the Remuneration Report Annual Statement and the Annual Report on Remuneration | ☒ | ☒ | ☒ |
| 11. To approve the authority for the purchase of own shares | ☒ | ☒ | ☒ |
| 12. To approve amendments to the Vp plc Long Term Incentive Plan | ☒ | ☒ | ☒ |

Signature

Date

1. As a member of the Company you are entitled to appoint a proxy or proxies to exercise all or any of your rights to attend, speak and vote at an annual general meeting of the Company. You can only appoint a proxy or proxies using the procedures set out in these notes and the notes to the Notice of Meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see over). 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 relevant instructions directly. If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
2. Submission of a Form of Proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy or proxies and attend the meeting in person, your proxy appointment(s) will automatically be terminated.
3. 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. Failure to specify the number of shares each proxy appointment relates to or specifying a number of shares in excess of those held by you on the record date will result in the proxy appointment being invalid. To appoint more than one proxy, you may photocopy this Form of Proxy. Please indicate in the space next to the proxy holder's name the number of shares in relation to which you authorise them to act as your proxy and complete any voting instructions. Please also indicate by ticking the box provided on the Form of Proxy if the proxy instruction is one of multiple instructions being given. All such Forms of Proxy should be returned in one envelope.
4. Please indicate how you wish your vote to be cast. If you do not indicate how you wish your proxy to use your vote on any particular matter the proxy will exercise his discretion both as to how he votes and as to whether or not he abstains from voting.
5. A vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes for or against a resolution.
6. 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 communication from the Company in accordance with section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds 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.
7. In the case of joint holders only one need sign as the vote of the senior holder who tenders a vote will alone be counted.
8. If the member is a corporation this Form of Proxy must be executed either under its common seal or under the hand of an officer or attorney duly authorised in writing.
9. Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on 21 July 2020. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting. To be effective this Form of Proxy must be completed, signed and must be lodged (together with any power of attorney under which it is signed or a duly certified copy thereof) at the offices of the Company's Registrars at Link Asset Services, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than 48 hours (excluding weekends and bank holidays) before the time appointed for the meeting.
10. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by following the procedures described in the CREST manual (available via www.euroclear.com). CREST Personal Members or other CREST sponsored 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 must be transmitted so as to be received by the Company's registrar, Link Asset Services (whose CREST ID is RA10) not later than 48 hours (excluding weekends and bank holidays) before the time fixed for holding the meeting. 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 Link Asset Services are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. 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.
11. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of the proxies will take precedence.
12. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of the meeting.
13. If you prefer, you may return the proxy form to the Registrar in an envelope addressed to FREEPOST PXS, 34 Beckenham Road, BR3 9ZA no later than 48 hours before the appointed time of the meeting. A postage stamp will not be required when mailing from the UK. Please note that the Freepost address must be completed in block capitals and that delivery using this service can take up to 5 business days. Alternatively the Form of Proxy can be posted to the following address but a stamp will be required: Link Asset Services, 34 Beckenham Road, Beckenham, Kent BR3 4TU. You may not use any electronic address provided in this proxy form to communicate with the Company for any purpose other than those expressly stated.

Business Reply Plus
Licence Number
RLUB-TBUX-EGUC



PXS 1
34 Beckenham Road
Beckenham
BR3 4ZF