



**IOFINA PLC**  
**FORM OF PROXY**

**In light of the Government's response to the COVID-19 outbreak, which includes banning all non-essential travel and gatherings of more than two people, the Company strongly encourages all members to submit their Form of Proxy rather than attend the meeting in person. In accordance with the Company's articles of association, whilst completion and return of the Form of Proxy would not preclude members from attending, speaking and voting in person at the meeting should they so wish, members are reminded that to do so would potentially be in breach of the Government's latest laws in relation to COVID-19.**

Form of proxy for use at the 2020 annual general meeting of Iofina plc (the "**Company**") to be provisionally held at Keystone Law, 48 Chancery Lane, London WC2A 1JF on 30 June 2020 at 11:00 a.m. (the "**AGM**").

I/We ..... of .....,  
being (a) member(s) of the Company entitled to receive notice, attend and vote at general meetings of the Company, hereby appoint the Chairman of the AGM ..... (see Note 1) as my/our proxy to attend (see Note 3), speak and vote for me/us and on my/our behalf at the AGM and at any adjournment thereof in relation to the resolutions specified in the notice of AGM dated 27 May 2020 (the "**Resolutions**") and any other business (including adjournments and amendments to the Resolutions) which may properly come before the AGM or any adjournment thereof.

I/We direct my/our proxy to vote as follows in respect of the Resolutions (see Notes 1 and 2):

<b>ORDINARY BUSINESS</b>	<b>For</b>	<b>Against</b>	<b>Vote withheld (see Note 2)</b>	<b>Discretionary (see Note 2)</b>
1. To receive the report and accounts for the year ended 31 December 2019 (ordinary resolution)				
2. To re-elect Mary Fallin as a Director (ordinary resolution)				
3. To re-appoint Malcolm Lewin as a Director (ordinary resolution)				
4. To re-appoint UHY Hacker Young LLP as auditors and authorise the Directors to fix their remuneration (ordinary resolution)				
<b>SPECIAL BUSINESS</b>				
5. To authorise the Directors to allot relevant securities up to an aggregate nominal amount of £959,292.04 (ordinary resolution)				
6. To enable the Directors to allot shares for cash without first offering them to existing shareholders up to an aggregate nominal amount of £575,575.224 (special resolution)				

Number of shares: .....

This proxy appointment is one of a multiple proxy appointment (see Note 1(c))

Member's full name IN BLOCK CAPITALS:

.....

Signed: ..... Dated: ..... 2020

**Notes:**

- (1) A member entitled to attend, speak and vote is entitled to appoint a proxy to attend, speak and vote on his or her behalf. A proxy need not be a member of the Company. You can also appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by you. The following options are available (although remain subject at all times to the overriding legal provisions and Government advice relating to COVID-19 and the measures designed to combat its spread):
  - (a) To appoint the Chairman of the AGM as your sole proxy in respect of all your shares, simply fill in any voting instructions in the appropriate box and sign and date the Form of Proxy.
  - (b) To appoint a person other than the Chairman as your sole proxy in respect of all your shares, delete the words 'the Chairman of the AGM' and insert the name of your proxy in the space provided. Then fill in any voting instructions in the appropriate box and sign and date the Form of Proxy.
  - (c) To appoint more than one proxy, you may photocopy this form. Please delete the words 'the Chairman of the AGM' and indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. If you wish to appoint the Chairman as one of your multiple proxies, do not delete the words 'the Chairman of the AGM' on the relevant form and leave the adjacent space blank. All forms must be completed and signed and should be returned together to the Registrar of the Company.
- (2) 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 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 meeting, including a motion to adjourn.
- (3) **The Board is closely monitoring the impact of COVID-19 and it remains the intention of the Board to hold the AGM as planned. As such, members will not be allowed to attend the AGM in light of the COVID-19 situation and the Government's 'Stay at Home' measures. Therefore, anyone seeking to attend the AGM will be refused entry. Members are requested to submit their votes by proxy.**
- (4) Forms of Proxy, together with any power of attorney under which it is executed or a notarially certified copy thereof, must be completed and, to be valid must reach the Company's Registrar, Link Asset Services, The Registry, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU by 11:00 a.m. on 26 June 2020. Your attention is drawn to the other notes herein.
- (5) If the appointer is a corporation, the Form of Proxy must be under its common seal or under the hand of an officer or attorney duly authorised.
- (6) The appointment of a proxy does not preclude a member from attending and voting at the meeting. If you have appointed a proxy and attend the meeting in person and vote, your proxy appointment will automatically be terminated.

- (7) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote of the other registered holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
- (8) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 only those shareholders on the register of members as at close of business on 26 June 2020 shall be entitled to attend, speak and vote at the meeting in respect of the number of shares registered in their names at that time. If the meeting is adjourned by more than 48 hours, then to be so entitled, shareholders must be entered on the register of members 48 hours before the time appointed for holding the adjourned meeting or if the Company gives notice of the adjourned meeting, at the time specified in that notice.
- (9) As at the close of business on 26 May 2020 (the last business day prior to the publication of this notice), the Company's issued share capital comprised 191,858,408 ordinary shares of 1p each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at the time and date given above is 191,858,408.
- (10) 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) thereof by utilising the procedures described in the CREST Manual. 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 ("RA10") by 11:00 a.m. on 26 June 2020 or if the meeting is adjourned, at least 48 hours before the start of the adjourned 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 the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The issuer's agent ID is RA10.

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 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.