

FORM OF PROXY

**Proxy form for use by Shareholders of Zamaz Plc at the Annual General Meeting to be held at
50 Sloane Avenue, London SW3 3DD at 11.00 am GMT on 31 January 2023**

As a shareholder of Zamaz plc you have the right to attend, speak at and vote at the Annual General Meeting. If you cannot, or do not want to, attend the Meeting but still want to vote, you can appoint someone to attend the Meeting and vote on your behalf. That person is known as a "proxy". You can use this Form of Proxy to appoint the Chairman of the Meeting, or someone else, as your proxy. Your proxy does not need to be a shareholder of the Company.

I/We (name in full)(in BLOCK CAPITALS)

of.....

being (a) member(s) of the Company entitled to attend and vote at meetings, hereby appoint the Chairman of the Meeting

or(see Note 1) as my/our proxy to attend and, on a poll, to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on 31 January 2023 and at any adjournment thereof.

Please clearly mark the boxes below to instruct your proxy how to vote.

RESOLUTION		FOR	AGAINST	WITHHELD
1.	To receive and adopt the audited financial statements of the Company for the year ended 31 August 2022			
2.	To approve the directors' remuneration report in the Company's Annual Report and Accounts for the financial year ended 31 August 2022			
3.	To authorise the directors to appoint new auditors of the Company to act until the conclusion of the next Annual General Meeting and to authorise the directors to determine the remuneration of the new auditors			
4.	To re-elect Martin Groak as a director			
5.	To re-elect Daniele Besnati as a director			
6.	To appoint Dominic White as a director			
7.	To appoint Dr. Niccolò Caderni as a director			
8.	That the directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the 'Act') to allot shares in the Company or grant rights to subscribe for or to convert any securities into shares in the Company			
9.	That, subject to and conditional on the passing of Resolution 8, the directors be empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash as if section 561(1) of the Act did not apply			

Please indicate with an "X" in the appropriate box opposite the resolutions how you wish your votes to be cast. (See Note 9 below)

Signature.....

Dated.....

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 If you wish to appoint a proxy other than the Chairman of the Meeting, please delete the word 'the Chairman of the Meeting or' and substitute the name of the appointed proxy. Where you appoint a proxy other than the Chairman, you are responsible for ensuring they are aware of your voting intentions. 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 the relevant instructions directly.

To appoint more than one proxy you may copy this form. Please indicate in the space provided the number of shares in relation to which the appointed person is authorised to act as your proxy (which, in aggregate, should not exceed the number of ordinary shares held by you). Please also indicate by ticking the box if the proxy appointment is a multiple appointment. Multiple proxy appointments should be returned together in the same envelope.
- 3 A proxy does not need to be a member of the Company but must attend the meeting to represent you.
- 4 Appointment of a proxy does not preclude you from attending the meeting and voting in person. In this case your proxy appointment will automatically be terminated.
- 5 In the case of joint holders, any one holder may sign this form. The vote of the senior holder (first named registered shareholder) who tenders a vote whether in person or by proxy will be accepted to the exclusion of votes from other joint holders.
- 6 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 other duly authorised attorney or representative. Please enter the signatory capacity beneath signature.
- 7 to be effective this proxy must be;
 - completed and signed;
 - sent to SLC Registrars, P.O. Box 5222, Lancing, BN99 9FG;
 - or by scanning a signed copy and emailing this to proxy@slcregistrars.com; and
 - received by SLC Registrars no later than 11.00am on 27 January 2023.being 48 hours before the time appointed for the Meeting or not less than 48 hours before the time appointed for any adjournment thereof (not including weekends or public holidays).
- 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 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.
- 10 Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), the Company specifies that entitlement to attend and vote at the general meeting, and the number of votes which may be cast at the general meeting, will be determined by reference to the Company's register of members at 6.30 p.m. (London time) on 27 January 2023 or, if the general meeting is adjourned, at close of business on the date which is two business days before the day of the adjourned general meeting (as the case may be). In each case, changes to the register of members after such time will be disregarded.
- 11 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 which can be viewed at www.euroclear.com. 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 SLC Registrars (ID 7RA01) by 11.00am on 27 January 2023. See the notes to the notice of meeting for further information on proxy appointment through CREST.
- 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 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.
- 14 Any alteration made in this form should be initialled.