

DIGITALBOX PLC

PROXY FOR USE AT ANNUAL GENERAL MEETING

Please insert full name (please use block letters) I/We

and address (please use block letters) of

being Member(s) of **DIGITALBOX PLC** (the "**Company**") hereby appoint the chairman of the general meeting
or (see notes 1 and 2)

(please use block letters).....

as my/our proxy to attend and vote for me/us and on my/our behalf at the general meeting of the Company to be held at Jubilee House, 92 Lincoln Road, Peterborough, PE1 2SN on 16 May 2022 at 8.30am and at any adjournment thereof.

I/We request such proxy to vote on the following resolutions in the manner specified below (see note 3)

	Resolutions	For	Against	Withheld
Ordinary Resolutions				
1	To receive and adopt the audited accounts of the Company for the period ended 31 December 2021 together with the directors' report and the auditors' report thereon.			
2	To re-elect as a director Philip James Machray.			
3	To re-elect as a director James Alexander Carter.			
4	To re-elect as a director James Robert Douglas.			
5	To re-elect as a director Martin James Higginson.			
6	To re-elect as a director David Joseph.			
7	To re-appoint Haysmacintyre LLP as independent auditors of the Company.			
8	To authorise the Directors to agree the remuneration of the auditors of the Company.			
9	To resolve that the directors be generally and unconditionally authorised to allot shares.			
Special Resolutions				
10	To authorise the disapplication of statutory pre-emption rights.			
11	To adopt new articles of association.			

Signature (See note 4)

Joint holders (if any) (see note 9)

Name Name

Name Name

NOTES:

1. If you wish to appoint someone other than the chairman as your proxy, please insert his/her name and address, and strike out and initial the words “*the chairman of the general meeting or*”. A proxy need not be a member of the Company. Appointing a proxy will not preclude you from personally attending and voting at the meeting (in substitution for your proxy vote) if you subsequently decide to do so. If no name is entered on this form, the return of this form, duly signed, will authorise the chairman of the meeting to act as your proxy.
2. You may appoint more than one proxy provided that each proxy is appointed to exercise the 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 return a separate form in relation to each proxy, clearly indicating next to the name of each proxy the number and class of shares in respect of which he is appointed.

If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence.

3. To direct your proxy how to vote on the resolutions, please mark the appropriate box next to each resolution with an “X”. If no voting instruction is given, your proxy will vote or abstain from voting as he sees fit in his absolute discretion in relation to each resolution and any other matter which is put before the Meeting.
4. In the case of:
 - (a) an individual, this proxy form must be signed by the relevant Member appointing the proxy or a duly appointed attorney on behalf of such Member; and
 - (b) a corporation, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or a duly appointed attorney for the company.
5. To appoint a proxy using this form, the form must be:
 - (a) completed and signed;
 - (b) sent or delivered by post to the Company's registrar Share Registrars Limited, 3 Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX or by email at voting@shareregistrars.uk.com; and
 - (c) received by the Company no later than 48 hours (excluding non-working days) before the time appointed for the Meeting, being, or adjourned meeting, at which it is to be used.

6. 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.
7. Any alteration to this proxy form must be initialled by the person in whose hand it is signed or executed.
8. If, after returning a duly completed proxy form, you wish to revoke your proxy appointment you must sign and date a notice clearly stating your intention to revoke that proxy appointment and deposit it at the registered office of the Company before the time appointed for the Meeting.
9. In the case of joint holders:
 - (a) 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; and
 - (b) the vote of the most senior holder who tenders a vote (whether in person or by proxy) shall be accepted to the exclusion of the votes of all other joint holders.
10. 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. The right to vote at the meeting shall be determined by reference to the register of members of the Company. Only those persons whose names are entered on the register of members of the Company at 8.30am (BST) on 12 May 2022 shall be entitled to attend and vote in respect of the number of shares registered in their names at that time. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and/or vote at the meeting.

CREST

12. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual.
13. 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.
14. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with CRESTCO Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual.
15. The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent 7RA36 by the latest time(s) for receipt of proxy appointments specified above. 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. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

16. CREST members and, where applicable, their CREST sponsors or voting service providers should note that CRESTCo Limited 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
17. 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 or her 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 CREST 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.
18. 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.