

# CYANCONNODE HOLDINGS PLC

## GENERAL MEETING

### Form of Proxy

**Before completing this form, please read the explanatory notes below**

I/We name in full in block capitals ..... of .....being a member/members of CyanConnode Holdings plc (the "Company") hereby appoint the chairman of the meeting or (**see notes 1 and 5 below**)

as my/our proxy to attend, to speak and vote on my/our behalf at the General Meeting of the Company to be held at 11 a.m on 3 April 2017 at its registered office, Merlin Place, Milton Road, Cambridge, CB4 0DP and at any adjournment of the meeting.

I/We direct my/our proxy to vote on the following resolutions (the full text of which is set out in the notice of the General Meeting to which this form of proxy is attached) as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or withhold from voting at his or her discretion and I/we authorise my/our proxy to vote (or withhold from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

Please tick here if this proxy appointment is one of multiple appointments being made. For the appointment of more than one proxy, please refer to note 6.

<b>RESOLUTIONS (please indicate with an "X" in the box provided how you wish to vote)</b>	<b>For</b>	<b>Against</b>	<b>Withheld</b>
1. To authorise the directors to allot shares pursuant to section 551 of the Companies Act 2006 in connection with the Fundraising, the Corporate Finance Warrants and otherwise.			
2. To disapply section 561 of the Companies Act 2006 in relation to the Fundraising, Corporate Finance Warrants and otherwise.			

Dated.....2017

Signature.....

## Explanatory notes to the proxy form

1. A shareholder entitled to attend and vote at the GM may appoint a proxy to attend, speak and vote instead of that shareholder. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share held by the appointing shareholder.
2. To be effective, this card and the power of attorney or other authority, if any, under which it is signed must be lodged with the Company's registrars at Share Registrars Limited, whose address is The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR not later than 48 hours (excluding days that are not a working day) before the meeting. Alternatively the completed proxy form may be faxed to Share Registrars on 01252 719232, or scanned and emailed to [proxies@shareregistrars.uk.com](mailto:proxies@shareregistrars.uk.com). In the case of a corporation, this proxy must be executed under its common seal or under the hand of any officer or attorney duly authorised.
3. Online voting: alternatively, you may register your votes electronically by visiting the website of the Company's registrar. You will need to register in order to be able to use this service. To register, please visit <http://www.shareregistrars.uk.com> and click on "Register" under the title Account Log In. If you have already registered, log in and click on "My Meeting Votes".
4. In the case of joint holders, the signature of any one holder will be sufficient, but the names of all the joint holders should be stated and the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding, the first name being the most senior.
5. If you wish to appoint as your proxy someone other than the Chairman of the Meeting, delete the words "the Chairman of the Meeting" and insert the name of your chosen proxy in the space provided in the first paragraph. If the proxy is being appointed in relation to part of your holding only, please enter in the box next to the proxy's name the number of shares in relation to which they are authorised to act as your proxy. If this box is left blank, they will be authorised in respect of your full voting entitlement. A proxy need not be a member of the Company.
6. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Company's registrar, Share Registrars Limited, on 01252 821390 or you may copy this form, or download a copy from the Company's website <http://www.cyanconnode.com/>. Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Multiple proxy appointments should be returned together in the same envelope. Please indicate by ticking the box provided if the instruction is one of multiple instructions being given.
7. Any alteration should be initialled by the person signing this proxy.
8. Please indicate with an "X" in the appropriate boxes how you wish your votes on the resolutions to be cast. Unless otherwise instructed, your proxy may vote or withhold from voting as he/she thinks fit. The "Vote Withheld" option is to enable you to withhold on any particular resolution. 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 withhold from voting at his/her discretion.
9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the GM and any adjournment(s) of the meeting by using 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.
10. 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 Euroclear UK & Ireland Limited's 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 Company's agent, Share Registrars Limited (CREST Participant ID: 7RA36), no later than 48 hours (excluding days that are not a working day) before the time appointed for 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 the Company'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.
11. You can only appoint a proxy using the procedures set out in these notes and the notes to the Notice of General Meeting. Completion and return of the relevant proxy form enclosed herewith will not prevent a shareholder from attending and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated. 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.
12. To have the right to attend, speak and vote (and also for the purpose of calculating how many votes a person may cast), a person must have his/her name entered on the Register of Members of the Company by no later than 11 a.m on 30 March 2017 or, in the event that the meeting is adjourned, 48 hours (excluding days that are not a working day) prior to the date of the adjourned meeting. Changes to entries on the Register of Members after this time shall be disregarded in determining the rights of any person to attend, speak or vote at the meeting. 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.