

FORM OF PROXY

ZETA COMPLIANCE GROUP PLC – General Meeting

I/We, being (a) members(s) of ZETA COMPLIANCE GROUP PLC (the “Company”) and entitled to vote at general meetings of the Company, hereby appoint the Chairman of the Meeting or the following person(s) (see note 1)

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as my/our proxy to exercise all or any of my/our rights to attend, speak and vote for me/us and on my/our behalf at the General Meeting of the Company to be held at 2.00pm on 22nd June 2021 (and at any adjournment thereof).

I/We note that the meeting will be held virtually by electronic means and in accordance with the provisions of the Corporate Insolvency and Governance Act 2020 (the Act) and that all rights to attend, speak and vote shall be in accordance with the Act.

I/We direct that my/our proxy will vote (or abstain from voting) on the Resolution[s] set out in the Notice of General Meeting as indicated below:

Please indicate with a cross in the appropriate box how you wish your votes to be cast. On receipt of this Form of Proxy duly signed, in the absence of any specific direction, the proxy will vote (or abstain from voting) at his or her discretion. On any other business which properly comes before the General Meeting (including any motion to amend any resolution or adjourn the meeting) the proxy will vote or abstain at his or her discretion.

Please note that a “vote withheld” is not a vote in law and will not be counted in the calculation of the votes cast for or against the resolution(s).

PLEASE COMPLETE THIS FORM AND SIGN AND DATE BELOW.

ORDINARY & SPECIAL RESOLUTIONS

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

	For	Against	Vote Withheld
1. Ordinary resolution to receive the report and accounts			
2. Ordinary resolution to reappoint Robert Nicoll as a director			
3. Ordinary resolution to reappoint James Cowper as auditors and determine their remuneration			
4. Ordinary resolution to authorise the directors of the Company to allot Relevant Securities within the meaning of section 551 of the Companies Act 2006.			
5. Special resolution to dis-apply the pre-emption provisions of section 561(1) of the Companies Act 2006			

Signature

Date

Notes:

1. To appoint as a proxy a person other than the Chairman of the General Meeting insert the full name in the space provided. A proxy need not be a member of the Company. Completion and return of this Form of Proxy will not prevent you from attending and voting at the General Meeting if you so wish. Attendance and voting shall however be in accordance with the provisions of the Act.
2. Unless otherwise indicated the proxy will vote as he thinks fit or, at his discretion, abstain from voting.
3. The Form of Proxy below must arrive not later than 9am on 22nd June 2021 to Graham Brown, Company Secretary, Zeta House, Avonbury Business Park, Howes Lane, Bicester, Oxfordshire OX26 2UB during usual business hours.
4. A corporation must execute the Form of Proxy under either its common seal or the hand of a duly authorised officer or attorney.
5. The Form of Proxy is for use in respect of the shareholder account specified above only and should not be amended or submitted in respect of a different account.
6. The 'Vote Withheld' option is to enable you to abstain on any particular resolution. Such a vote is not a vote in law and will not be counted in the votes 'For' and 'Against' a resolution.
7. To appoint more than one proxy you may photocopy this form. Please 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. All forms must be signed and should be returned together in the same envelope.
8. Private Shareholders may submit their proxy vote electronically by sending a duly completed copy of the Form of Proxy to Graham.brown@zetaservices.co.uk by 22nd June 2021.