

**NOTICE OF AVAILABILITY**

The Notice of General Meeting and Circular to which this Proxy Form relates are available on the Company's website at [www.wheelsure.co.uk](http://www.wheelsure.co.uk)

**NOTES TO THE FORM OF PROXY**

- 1 A member entitled to attend and vote at the above meeting is entitled to appoint a proxy or proxies to attend and vote, on a poll, instead of him. If a member appoints more than one proxy, each proxy must be entitled to exercise the rights attached to different shares. A proxy need not be a member of the Company.
- 2 A proxy may only be appointed using the procedures set out in these notes and the enclosed proxy form. To be valid, the proxy form must reach the Company's Registrars, Neville Registrars Limited, at Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD not less than 48 hours (excluding non-working days) before the time of holding of the meeting. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be enclosed with the proxy form.
- 3 Pursuant to Regulation 41 of The Uncertificated Securities Regulations 2001, the Company specifies that only those Shareholders of the Company on the register at 11:00 a.m. on 20 May 2020 shall be entitled to attend or vote at the General Meeting in respect of the number of shares registered in their name at the time. Changes to the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.
- 4 CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so 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 must be transmitted so as to be received by the Company's agent, Neville Registrars Limited (CREST ID: 7RA11) by the specified latest time(s) for receipt of proxy appointments. 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. 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.
- 5 The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

**PLEASE NOTE THAT THE NOTES SET OUT THE NORMAL MEETING ATTENDANCE AND PROXY APPOINTMENT RIGHTS OF MEMBERS AS SET OUT IN THE ACT OR THE ARTICLES AND THE COMPANY IS NOT PROPOSING THAT THESE BE ALTERED. HOWEVER, GIVEN THE MEASURES, DIFFERENT MEETING ATTENDANCE AND PROXY APPOINTMENT RIGHTS OF MEMBERS WILL APPLY IN RESPECT OF THIS GM. WE ADVISE THAT YOU NOTE THAT ONLY THE CHAIRMAN CAN BE APPOINTED AS YOUR PROXY FOR THIS PARTICULAR MEETING AND IN ADDITION SHAREHOLDERS CANNOT ATTEND THIS MEETING IN PERSON.**

Please complete and return this Form of Proxy to the Registrar at the address shown overleaf. If you wish to use an envelope, please address it to 'FREEPOST NEVILLE'. If it is posted outside the United Kingdom, please return it in an envelope using the address shown overleaf and pay the appropriate postage charge.

**Wheelsure Holdings plc**

(Incorporated in England and Wales with Registered Number 4757497)

**FORM OF PROXY**

I/We \_\_\_\_\_ being (a) member(s) of the Company and entitled to vote at the General Meeting, hereby appoint

**(Please only complete if appointing someone other than the Chairman of the Meeting)**

or failing him/her, the Chairman of the Meeting as my/our proxy, to attend, speak and vote for me/us and on my/our behalf at the General Meeting of the Company, to be held on 22 May 2020 at 34 Newport Rd, Woolstone, Milton Keynes, MK15 0AA at 11:00 a.m. and at any adjournment thereof.

**Resolutions (\*Special Resolutions)**

	FOR	AGAINST	WITHHELD
1 To approve the proposed Capital Reorganisation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To authorise the Directors to allot shares in the Company in connection with the New Loan Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To authorise the Directors to allot shares in the Company in connection with the conversion of existing debt into equity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4* To amend the Company's Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5* To disapply statutory pre-emption rights in connection with the New Loan Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6* To disapply statutory pre-emption rights in connection with the conversion of existing debt into equity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If you are planning to attend the General Meeting, please tick the following box:

Mark this box with an "X" if you are appointing more than one proxy:

Signed:

Leave blank to authorise your proxy to act in relation to your full entitlement or enter the number of shares in relation to which your proxy is authorised to vote:

Date:

D

D

-

M

M

-

Y

Y



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Name  
Address 1  
Address 2  
Address 3  
Address 4  
Address 5  
Address 6

Business Reply Plus  
Licence Number  
RSTY-SAKX-RZSL



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Neville Registrars Limited  
Neville House  
Steelpark Road  
Halesowen  
B62 8HD