

# CYBA PLC

## PROXY FORM FOR GENERAL MEETING

(Registered in England and Wales with company number 11701224)

**Before completing this form, please read the explanatory notes overleaf.**

**I/We** .....(FULL NAME(S) IN BLOCK CAPITALS)

**of** .....(ADDRESS IN BLOCK CAPITALS)

being a shareholder of Cyba plc (the “**Company**”) hereby appoint

..... of .....

or failing him/her, the Chairman of the General Meeting (the “**Meeting**”), to attend, speak and vote on my/our behalf at the Meeting of the Company to be held at 5 Fleet Place, London, EC4M 7RD on 14 March 2022 at 10.00 a.m. and at any adjournment(s) thereof. If two proxies are being appointed, the proportion of the shareholder’s voting rights which this proxy is appointed to represent is set out below.

### Instructions on Voting

If you wish to direct your proxy how to vote in respect to the proposed resolutions, please indicate the manner in which your proxy is to vote by ticking the appropriate column below, otherwise your proxy may vote as he/she thinks fit.

ORDINARY RESOLUTIONS	FOR	AGAINST	VOTE WITHHELD
1. To approve the Rule 9 Waiver Resolution.			
2. To authorise the Directors to issue the Consideration Shares, Placing Shares and Additional Shares.			
SPECIAL RESOLUTIONS			
3. To approve the dis-application of pre-emption rights on the issue of Consideration Shares, Placing Shares and Additional Shares.			
4. To allow general meetings to be called on 14 days notice.			

Signature .....

Date .....2022

### Notes

- As a member of the Company, you are entitled to appoint another person as proxy to exercise all or any of your rights to vote at the Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the notice of meeting.
- A proxy does not need to be a member of the Company but must attend the Meeting to represent you. To appoint the Chairman of the Meeting or another person as your proxy insert their full name into the proxy form.
- You may appoint more than one proxy provided each proxy is appointed to exercise 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 contact the Company’s registrar, Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL.
- If you do not give your proxy an indication of how to vote on any resolution, 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.
- The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be:
  - completed and signed (with any alteration or deletion signed and initialled); and
  - received not later than 48 hours (excluding non-working days) before the time of the Meeting (or any adjournment thereof).

In the case of a member who is a company, the proxy form must be signed on its behalf by an officer of the company or any attorney for the company. 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 included with the proxy form.
- In the case of joint holders, 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. 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).
- To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact the Company’s registrar, Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL. 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.
- In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company’s registrar, Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by the Company no later than 48 hours before the time of the meeting (or any adjournment thereof).
- If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.
- You may not use any electronic address provided within this notice or any related documents (including the proxy form) to communicate with the Company other than as expressly stated.
- To give an instruction via the CREST system, CREST messages must be received by the issuer’s agent (ID number RA10) not later than 48 hours before the time appointed for holding the Meeting.
- For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer’s agent is able to retrieve the message. The Company may treat as invalid an appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered in the Company’s register of members at close of business on 10 March 2022 (or in the case of adjournment close of business on the day 2 days before the day of the adjourned meeting) will be entitled to vote at the meeting. Changes to entries in the register of members after that time shall be disregarded in determining the right of any person to vote at this meeting.
- As at 16 February 2022 the Company’s issued ordinary share capital was 624,525,000 ordinary shares. The Company holds no ordinary shares in treasury therefore the total voting rights as at 16 February 2022 are 624,525,000.
- CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so 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 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. Shareholders are therefore urged to submit their votes by proxy before 10.00 a.m. on 10 March 2022 and shareholders should appoint the Chairman of the meeting as their proxy.

