

EQTEC PUBLIC LIMITED COMPANY

FORM OF PROXY

for use by members of EQTEC plc at the Extraordinary General Meeting to be held at Cork International Hotel, Cork Airport Business Park, Cork, Ireland, on 20 December 2017 at 11.30 a.m.

I/we (Block Letters)

.....

of

being a member/members of the above-named Company hereby appoint the Chairman of the Meeting or §

.....

of

*as my/our proxy to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company convened for 20 December 2017 at 11.30 a.m. or at any adjournment thereof for the purposes of considering and, if thought fit, passing the Resolutions referred to in the Notice convening the Extraordinary General Meeting and in respect of other resolutions that may arise at the Meeting. I/We direct that my/our vote(s) be cast on the Resolutions as indicated by an **X** in the appropriate box.*

ORDINARY RESOLUTIONS

	FOR*	AGAINST*	WITHHELD*
1. That, the proposed acquisition by the Company of Eqtec Iberia SL (the " Acquisition ") be and is hereby approved and the directors of the Company (be and are hereby authorised to proceed with the Acquisition substantially on the terms and subject to the conditions set out in the share purchase agreement between the parties (" Share Purchase Agreement "), and all other agreements and ancillary documents contemplated by the Share Purchase Agreement and to do all such acts and things as the directors consider necessary, desirable or expedient to implement, or otherwise in connection with, the Acquisition			

2. That the directors be authorised to exercise all powers of the Company to allot and issue relevant securities up to an aggregate nominal amount of EUR10,000,000.

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SPECIAL RESOLUTIONS

3. That the Directors be empowered to allot equity securities for cash as if sub-section (1) of section 1022 of the Companies Act 2014 did not apply.
4. That the purchase by the Company of ordinary shares pursuant to the terms of the Share Purchase Agreement, be and are hereby authorised pursuant to Section 1075 of the Companies Act 2014 and that such authority shall expire on the date which is 18 calendar months after the date of passing this Resolution unless previously varied, revoked or renewed by special resolution.

	FOR*	AGAINST*	WITHHELD*
3. That the Directors be empowered to allot equity securities for cash as if sub-section (1) of section 1022 of the Companies Act 2014 did not apply.			
4. That the purchase by the Company of ordinary shares pursuant to the terms of the Share Purchase Agreement, be and are hereby authorised pursuant to Section 1075 of the Companies Act 2014 and that such authority shall expire on the date which is 18 calendar months after the date of passing this Resolution unless previously varied, revoked or renewed by special resolution.			

DATED THIS day

of.....2017

SIGNATURE

§ If it is desired to appoint another person as a proxy these words should be deleted and the name and address of the proxy, who need not be a member of the Company, inserted.

* Unless otherwise directed, and in respect of any other resolution properly moved at the meeting, the proxy will vote, or may abstain from voting, as he thinks fit.

NOTES

- (1) Only holders of Ordinary Shares are entitled to attend and vote at the Extraordinary General Meeting of the Company.
- (2) A holder of Ordinary Shares may appoint a proxy or proxies to attend, speak and vote on their behalf at the Extraordinary General Meeting. A proxy so appointed need not be a member of the Company.
- (3) To be effective, the Form of Proxy duly signed, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of authority, must be deposited at the offices of the Company's registrars, Link Asset Services, Link Registrars Limited, 2 Grand Canal Square, Dublin 2, Ireland not later than 48 hours before the commencement of the Extraordinary General Meeting.
- (4) If the Form of Proxy is given by a body corporate it must be given under its common seal or under the hand of an attorney or officer duly authorised.
- (5) In the case of joint holders, 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 other registered holders and, 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.
- (6) The appointment of a proxy does not preclude a shareholder from attending and voting at the Extraordinary General Meeting of the Company.
- (7) An alteration to the Form of Proxy should be initialled by the person who signs it.
- (8) Please indicate how you wish to vote by marking the appropriate box next to the listed resolution on the proxy form. You may direct your proxy to vote For, Against or to Withhold your vote. The Withheld option is provided to enable you to instruct your proxy not to vote on any particular resolution, however, a vote withheld in this way is not a 'vote' in law and will not be counted in the calculation of the proportion of votes 'For and Against' each resolution. If no specific directions as to voting are given by you marking a box on the proxy form, the proxy will vote or abstain from voting at his/her discretion.
- (9) The Company, pursuant to Regulation 14 of the Companies Act 1990 (Uncertificated Securities) Regulations 1996 specifies that only those Shareholders registered in the register of members of the Company as at 6:00 p.m. (Dublin time) on 18 December 2017 (or in the case of an adjournment as at 48 hours before the time of the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at that time. Changes to entries in the register after that time will be disregarded in determining the right of any person to attend and/or vote at the meeting.
- (10) Shareholders who hold shares through CREST and who wish to appoint a proxy or proxies for the meeting or any adjournment(s) by using the CREST voting 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 voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.
- (11) In order for a proxy appointment or instruction made using the CREST voting service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. 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 no later than 11:30 a.m. (Dublin time) on 18 December 2017, or, in the case of an adjourned meeting, not less than 48 hours before the time appointed for the adjourned 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 Link Asset Services, Shareholder Solutions (Ireland) 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.

CREST members may appoint a proxy or proxies electronically through CREST via Link Asset Services, Link Registrars Limited (ID 7RA08).

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Companies Act 1990 (Uncertificated Securities) Regulations 1996.

- (12) Members who wish to clarify any requirements in respect to completion of a proxy or their shareholding should do so in writing to Link Asset Services, Link Registrars Limited, 2 Grand Canal Square, Dublin 2, Ireland or by phone on 01 553 0050 (+353 1 553 0050 if calling from outside Ireland). No other methods of communication will be accepted, in particular you may not use any electronic address provided in the Form of Proxy, or elsewhere in the Notice or in any related documents (including the Form of Proxy for use at the Extraordinary General Meeting) for any purposes other than those expressly stated.