



## SKILLCAST GROUP PLC

Registered in England & Wales with company number 12305914  
(the "Company")

### FORM OF PROXY

I/We (block capitals) .....

of .....

being (a) holder(s) of ordinary shares in the Company, hereby appoint the Chairman of the Meeting or ..... (Note 2)

* Name of proxy	Number of shares in relation to which the proxy is authorised to act

as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at 80 Leadenhall Street, London, EC3A 3DH at 1.00 p.m. on Wednesday 22 June 2022 and at any adjournment thereof.

I/We direct my/our proxy to vote as indicated by an X in the appropriate column. If no indication is given, and on any other resolutions proposed at the meeting, your proxy will vote or abstain from voting as he/she thinks fit.

ORDINARY RESOLUTIONS	For	Against	Discretionary	Withheld
1. To receive and adopt the audited financial statements of the Company for the year ended 31 December 2021 and the reports of the Directors' and Auditor's thereon.				
2. To declare a final dividend of 0.279 pence per ordinary share for the year ended 31 December 2021 to be paid on 21 July 2022 to the holders of ordinary shares of £0.001 each in the capital of the Company registered in the register of members at the close of business on 1 July 2022.				
3. To re-appoint Crowe UK LLP, as auditors of the Company and to authorise the Directors to determine their remuneration.				
4. To re-appoint as a director Richard Amos who being eligible, offers himself for re-appointment.				
5. To re-appoint as a director Vivek Dodd who being eligible, offers himself for re-appointment.				
6. To re-appoint as a director Richard Steele who being eligible, offers himself for re-appointment.				
7. To re-appoint as a director Anthony Miller who being eligible, offers himself for re-appointment.				
8. To re-appoint as a director Catriona Razic who being eligible, offers herself for re-appointment.				
9. To re-appoint as a director Isabel Napper who being eligible, offers herself for re-appointment.				
10. To re-appoint as a director Sally-ann Tilleray who being eligible, offers herself for re-appointment.				
11. To authorise the directors to allot securities up to an aggregate nominal amount of £29,790, being approximately one third of the Company's issued ordinary share capital.				

SPECIAL RESOLUTIONS	For	Against	Discretionary	Withheld
12. To give the directors authority to disapply pre-emption provisions to enable the directors in certain circumstances to allot ordinary shares for cash other than on a pre-emptive basis.				
13. To give the directors authority to disapply pre-emption provisions to enable the directors in certain circumstances to allot ordinary shares for cash other than on a pre-emptive basis if the proceeds are used for the financing (or refinancing) of an acquisition or other capital investment.				
14. To authorise the Company to make market purchases of the Company's own shares in accordance with the terms set out in the notice.				
15. To authorise the appropriation of distributable profits of the Company to the payment of the Relevant Distribution (as defined in the notice) having a value of £150,000.				
16. To waive and release those shareholders who appeared on the register of members on the record date for the Relevant Distribution from any and all claims which the Company has or may have in respect of the payment (or repayment) of the Relevant Distribution, such waiver and release to be effected by entry into a deed of release.				
17. To waive and release any right to make claims against persons who were directors of the Company at the time of payment of the Relevant Distribution in respect of the Relevant Distribution, such waiver and release to be effected by entry into a deed of release.				

Signature..... (Note 4)

Date.....

#### Notes

1. A member entitled to attend and vote at the meeting may appoint one or more proxies to exercise all or any of the member's rights to attend, speak and vote at the meeting. A proxy need not be a member of the Company but must attend the meeting for the member's vote to be counted. If a member appoints more than one proxy to attend the meeting, each proxy must be appointed to exercise the rights attached to a different share or shares held by the member. If a member wishes to they may appoint a proxy electronically at [www.signalshares.com](http://www.signalshares.com) by following the instructions.
2. If you wish to appoint a proxy other than the Chairman of the Meeting, cross out the words "the Chairman of the Meeting" and write the full name and address of the person or persons you wish to appoint as your proxy in the space provided. The change should be initialled. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box marked "\*" next to the name of the proxy you are appointing the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a Shareholder, the full voting entitlement for that designated account).
3. The vote withheld option is provided to enable you to abstain on any particular resolution. It should be noted that a vote withheld is not a vote in law and will not be counted as a vote for or against a resolution.
4. This form must be signed and dated by the Shareholder or his/her attorney duly authorised in writing. In the case of a corporation this form must be given under its common seal or signed on its behalf by a duly authorised officer or an attorney. 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. The vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names stand in the register of members in respect of the joint holding.
5. 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 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. Please refer to the notes to the Notice of Meeting.
6. Any electronic address provided either in this Notice or in any related documents (including the Form of Proxy) may not be used to communicate with the Company for any purposes other than those expressly stated.
7. To be effective at the Meeting this form of proxy duly executed (together with any power of attorney or other written authority under which it is executed or a notarially certified copy of such power or authority) must be delivered to PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL by 1.00 p.m. on 20 June 2022.
8. If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for receipt of proxies will take precedence.
9. Any alterations made to this form of proxy must be initialled.