

# SIGMAROC PLC

47 Charles Street, London W1J 5EL, United Kingdom  
(Incorporated in England and Wales as a public limited company under number 05204176)

## FORM OF PROXY

I/We (Block Letters) ..... of.....and entitled to vote, hereby appoint the Chairman, or .....as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held at The Washington Mayfair Hotel, 5 Curzon Street, London, W1J 5HE on 17 May 2017 at 4:00 pm and at any adjournment thereof.

I/We direct that my/our vote(s) be cast on the Resolution as indicated by an **X** in the appropriate box.

RESOLUTIONS	<i>For</i>	<i>Against</i>	<i>Withheld</i>
1. To receive the audited statement of accounts of the Company for the year ended 31 December 2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-elect David Barrett as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect Max Vermorken as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Garth Palmer as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Dominic Traynor as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Gary Drinkwater as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Patrick Dolberg as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-appoint PKF Littlejohn LLP as auditors and to authorise the Directors to fix their remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To authorise the Directors to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To disapply statutory pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To cancel the deferred shares, cancel the capital redemption reserve account and reduce the share premium account to nil	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To amend the articles of association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**SIGNATURE** .....**DATE**.....

### Notes:

- (1) A member entitled to attend, speak and vote is entitled to appoint a proxy to attend, speak and vote on his behalf. A proxy need not be a member of the Company.
- (2) Forms of proxy, together with any power of attorney or other authority under which it is executed or a notarially certified copy hereof, must be completed and, to be valid, must reach the Company's Registrars at Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR not less than 48 hours (excluding non-business days) before the time appointed for the holding of the meeting.
- (3) If the appointor is a corporation, the form of proxy must be under its common seal or under the hand of an officer or attorney duly authorised.
- (4) The appointment of a proxy does not preclude a member from attending and voting at the meeting.
- (5) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote of the other registered holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
- (6) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (SI 2001/3755) Reg. 41(1) and (2) and paragraph 18 (c) The Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009, only those shareholders on the Register of Members at 4:00 p.m. on 15 May 2017 shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at that time. If the meeting is adjourned by more than 48 hours, then to be so entitled, a shareholder must be entered on the Company's Register of Members at the time which is 48 hours (excluding non-business days) before the time appointed for holding the adjourned meeting or, if the Company gives notice of the adjourned meeting, at the time specified in that notice.
- (7) 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, you should contact the Company's Registrars at the address given in Note 2 above and make necessary arrangements.

- (8) As at the close of business on 21 April 2017, the Company's issued share capital comprised 102,601,498 ordinary shares of 1p each. Each ordinary share carries the right to one vote at a general meeting of the Company, and therefore the total number of voting rights in the Company as at the time and date given above is 102,601,498.