

Before completing this proxy form, please read the Notice of Annual General Meeting, together with the notes below. Once completed, please sign and return this form to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD so as to be received by no later than 12 noon on Monday 1 June 2020 (see Notes 7 and 8).

FRENKEL TOPPING GROUP PLC

PROXY FORM

2020 ANNUAL GENERAL MEETING

I/We (NAME)

PLEASE COMPLETE IN BLOCK CAPITALS

of (ADDRESS)

being a member/members of Frenkel Topping Group plc (the **Company**) hereby appoint the Chairman of the meeting or:

Name of proxy

Number of shares (see Notes 3 and 4)

Please read Note 2 carefully before selecting your proxy

as my/our proxy to exercise all or any of my/our rights to attend, to speak and to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at 12 noon on Wednesday 3 June 2020 at Frenkel House, 15 Carolina Way, Salford, Manchester M50 2ZY and at any adjournment (the **AGM**).

Please mark this box if this proxy appointment is one of multiple appointments being made (see Note 4).

I/We direct my/our proxy to vote on the resolutions to be proposed at the AGM as I/we have indicated by marking the appropriate box with an "X". I/we further direct my/our proxy to vote (or refrain from voting) as he/she thinks fit for me/us and on my/our behalf on any other matter which may properly come before the AGM or any adjourned meeting. If no indication is given, the proxy may vote or refrain from voting at his/her discretion (see Note 5).

Resolutions (Resolutions 8, 9 and 10 are proposed as special resolutions)		For	Against	Vote withheld (see Note 5)
1	To receive the audited accounts and the auditors' and directors' reports for the year ended 31 December 2019			
2	To declare a final dividend of 1.03 pence per ordinary share for the financial year ended 31 December 2019			
3	To elect Elaine Cullen-Grant as a director			
4	To re-elect Richard Fraser as a director			
5	To appoint Haysmacintyre LLP as the Company's auditors			
6	To authorise the directors to determine the auditors' remuneration			
7	To authorise the directors to allot shares up to the specified limit			
8	To empower the directors to issue shares for cash free from statutory pre-emption rights up to the specified limit			
9	To empower the directors to issue shares for cash free from statutory pre-emption rights up to the specified limit in connection with acquisitions or capital investments			
10	To authorise the Company to purchase its own shares up to the specified limit			

Signature
(see Note 6)

Dated

NOTES

- 1 The right of a member of the Company to attend and vote at the AGM will be determined by reference to the register of members. A member must be registered on that register as the holder of ordinary shares by the close of business on Monday 1 June 2020 in order to be entitled to attend and vote at the AGM as a member in respect of those shares. Reference in this note to the right to attend the meeting shall as regards attendance at the meeting in person be read subject to Note 2 below.
 - 2 In light of the measures taken by the Government to reduce the public health risks posed by the spread of the novel coronavirus (COVID-19) (the **Stay at Home Measures**), members will not be permitted to attend the AGM in person if such measures continue to apply on the date of the AGM. Every eligible member does, however, have the right to appoint another person, or two or more persons in respect of different shares held by him, as his proxy to exercise all or any of his rights to attend and to speak and vote at the AGM. The appointment of a proxy in relation to this year's AGM will, however, be subject to the following special arrangements or any alternative arrangements that the board of directors considers necessary to ensure the validity of the AGM:
 - a) if the Stay at Home Measures are in force at the date of the AGM and you wish to participate in the meeting, you should appoint the Chairman of the meeting as your proxy in order to do so. No other person(s) appointed as proxy will be permitted to attend the meeting in person. If you appoint some other person or persons as your proxy, you shall, for so long as the Stay at Home Measures apply, be deemed to have appointed the Chairman of the meeting and not the other named person(s) as your proxy; and
 - b) if the Stay at Home Measures cease to apply before the date of the AGM and there are no other measures in place restricting attendance in person and you wish to participate in the meeting, you can appoint the Chairman of the meeting or some other person(s) as your proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. A proxy need not be a member of the Company.
- Accordingly, if you wish to appoint a person other than the Chairman of the meeting as your proxy in relation to the AGM, you may do so. However, if the Stay at Home Measures or other restrictions apply at the date of the meeting, such appointment will be construed as an appointment of the Chairman of the meeting as set out in sub-paragraph a) above.
- 3 If your proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy's name the number of shares in relation to which they are authorised to act as your proxy. If this box is 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 member, the full voting entitlement for that designated account).
 - 4 To appoint more than one proxy, additional proxy forms can be obtained by contacting the Company's registrar, Neville Registrars Limited, on 0121 585 1131 or you may photocopy this form. Please indicate in the box next to the proxy holder's name the number of shares in relation to which the proxy is authorised to act as your proxy. Please also indicate, by ticking the box provided, if the proxy appointment is one of multiple appointments being made. All forms must be signed and should be returned together in the same envelope.
 - 5 Please indicate with an "X" how you wish your proxy to vote on each of the proposed resolutions. Full details of the resolutions together with explanatory notes are set out in the Notice of AGM. Unless otherwise instructed, a proxy may vote (or refrain from voting) on any resolution, and in respect of any other business which may properly come before the meeting, at his discretion. The "Vote Withheld" option enables you to instruct your proxy not to vote on any particular resolution. However, it should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" or "Against" a resolution.
 - 6 This proxy form must be signed and dated by you (or by your attorney duly authorised in writing). If the member is a corporation, the form must be executed under its common seal or as a deed or by a duly authorised attorney or by a duly authorised officer of the corporation. In the case of joint holders, the signature of any one holder will be sufficient, but the names of all joint holders should be stated. The vote of the senior joint holder (according to the order in which the names stand in the Company's register of members in respect of the holding) who tenders a vote in person or by proxy will be accepted to the exclusion of the vote of the other joint holder(s). Any alteration made to this proxy form should be initialled.
 - 7 To be valid, this proxy form must be completed in accordance with these instructions and then delivered (together with any power of attorney or other written authority under which it is executed or an office or notarially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971 of such power or written authority) so as to reach the Company's registrar, Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD by no later than 12 noon on Monday 1 June 2020.
 - 8 To appoint one or more proxies or to give an instruction to a proxy via the CREST system, you should follow the procedures set out in the notes to the Notice of AGM and make the appointment(s) or give the instruction so as to be received at the address and by the time stated in the notes to the Notice of AGM.
 - 9 Appointing a proxy will not prevent you from attending and voting in person at the AGM should you so wish and provided that the Stay at Home Measures have ceased to apply and no other restrictions on attendance in person are in place on the date of the AGM.