

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 Friday 18 June 2021 (see Notes 7 and 8).

FRENKEL TOPPING GROUP PLC

PROXY FORM

2021 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 2 and 4)

Please read Note 1 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 Tuesday 22 June 2021 at 6 Stratton Street, London, W1J 8LD 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 13, 14, 15 and 16 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 2020			
2	To declare a final dividend of 1.04 pence per ordinary share for the financial year ended 31 December 2020			
3	To re-elect Tim Linacre as a director			
4	To re-elect Richard Fraser as a director			
5	To re-elect Mark Holt as a director			
6	To re-elect Elaine Cullen-Grant as a director			
7	To re-elect Christopher Mills as a director			
8	To re-elect Mark Christopher Field as a director			
9	To re-elect Zoe Holland as a director.			
10	To re-appoint Haysmacintyre LLP as the Company's auditors			
11	To authorise the directors to determine the auditors' remuneration			
12	To authorise the directors to allot shares up to the specified limit			
13	To empower the directors to issue shares for cash free from statutory pre-emption rights up to the specified limit			
14	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			
15	To authorise the Company to purchase its own shares up to the specified limit			
16	To amend the Company's Articles of Association.			

Signature
(see Note 6)

Dated

NOTES

- 1 As a member of the Company you are entitled to appoint a proxy or proxies to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes. 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 Friday 18 June 2021 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 3 below.

In light of the measures taken by the Government to reduce the public health risks posed by the spread of the coronavirus (COVID-19), members will not be permitted to attend the AGM in person, members will be able to ask questions virtually but will not be permitted to vote in person or attend the AGM in person. 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. Only two directors will attend the AGM in person for quorum, no other person(s) appointed as proxy will be permitted to attend the meeting in person. You are therefore strongly encouraged to appoint the Chairman of the AGM as your proxy with regards to voting.
- 2 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).
- 3 A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly. In light of the COVID-19 related Government measures which are presently in place, shareholders intending to appoint a proxy are strongly encouraged to appoint the "Chairman of the AGM".
- 4 You may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached a different share or share. You may not appoint more than one proxy to exercise rights attached to any one share. If you wish to appoint more than one proxy, you must complete and return a separate proxy form for each 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 for that person. 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, ensuring the aggregate number of shares entered on all such proxy forms does not exceed your full voting entitlement. If the total number shares entered on all such proxy forms exceeds the total held by the member, all appointments may be held invalid. 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. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion.
- 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 and signed in accordance with these instructions;
 - sent or 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) to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD; and
 - received by the Company's registrar, Neville Registrars Limited, by no later than 12 noon on Friday 18 June 2021.
- 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.