

NOTICE OF AVAILABILITY

The Notice of Annual General Meeting to which this Proxy Form relates and the Report and Accounts are available on the Company's website at <http://www.devcleverholdingsplc.com>

NOTES TO THE FORM OF PROXY

- 1 If you wish to appoint some other person as your proxy please insert his/her name, initial and strike out the words 'the Chairman of the Meeting'. A proxy need not be a member of the Company. Appointing a proxy will not preclude you from personally attending and voting at the meeting (in substitution for your proxy vote) if you subsequently decide to do so. If no name is entered, the return of this form, duly signed, will authorise the Chairman of the meeting to act as your proxy.
- 2 Please indicate with an X in the appropriate box how you wish your vote to be cast. Unless otherwise instructed the proxy will exercise his/her discretion as to whether, and if so how he/she will vote. Unless instructed otherwise, the proxy may also vote or abstain from voting as he or she thinks fit on any other business which may properly come before the meeting (including amendments to resolutions). You may appoint more than one proxy provided each proxy is appointed to exercise rights attaching 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 please contact the Registrars of the Company as detailed in note 4 below.
- 3 This Form of Proxy must, in the case of an individual, be signed by the appointer or his/her attorney or, in the case of a corporation, be given under its common seal or signed on its behalf by an attorney or a duly authorised officer or, if it is subject to the Companies Act 2006 (as amended), in accordance with Section 44 thereof.
- 4 To be valid this Form of Proxy and any power of attorney or other authority under which it is executed (or a duly notarised copy thereof) must be lodged with the Registrars of the Company, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD not later than 11:00 a.m. on 24 March 2020 or not less than 48 hours (excluding any day or part of a day that is not a working day) before the time appointed for the adjourned meeting at which it is to be used.
- 5 In the case of joint holders of a share 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 joint holders and for this purpose seniority shall be determined by the order in which the names stand in the statutory register of members in respect of the share.
- 6 Any alteration in this Form of Proxy must be initialled by the person in whose hand it is signed or executed.
- 7 CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent Neville Registrars Limited (CREST ID: 7RA11) by 11:00 a.m. (UK time) on 24 March 2020. See the notes to the Notice of Meeting for further information on proxy appointments through CREST.
- 8 The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and is not counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.

Please complete and return this Form of Proxy to the Registrars of the Company using the pre-paid envelope provided. If documents are posted outside the United Kingdom, please return it in an envelope using the address shown in note 4 above and pay the appropriate postage charge.

Dev Clever Holdings plc

(Incorporated in England and Wales under the company number 11589976)

FORM OF PROXY

I/We _____ being (a) member(s) of the Company and entitled to vote at the Annual General Meeting, hereby appoint

(Please only complete if appointing someone other than the Chairman of the Meeting)

or failing him/her, the Chairman of the Meeting as my/our proxy, to attend, speak and vote for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on 26 March 2020 at the offices of the Company at Unit 1, Ninian Park, Ninian Way, Wilnecote, Tamworth, Staffordshire, B77 5ES at 11:00 a.m. and at any adjournment thereof.

Resolutions (*Special Resolutions)

	FOR	AGAINST	WTHHELD		FOR	AGAINST	WTHHELD
1 To receive the audited accounts of the Group for the financial period ended 31 October 2019 together with the auditors' and directors' reports on those accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8 To reappoint PKF Littlejohn LLP as auditors of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To approve the directors' remuneration report for the financial period ended 31 October 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 To authorise the directors to fix the auditors' remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To approve the directors' remuneration policy in the form set out in the directors' remuneration report for the financial period ended 31 October 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 To authorise the Directors to allot shares in the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To reappoint Christopher Michael Jeffries as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11* To disapply statutory pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To reappoint Nicholas Abdo Rodney Ydlibi as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12* To authorise the calling of General Meetings on not less than 14 clear days' notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 To reappoint Chantal Benedicte Forrest as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7 To reappoint David Rudi Ivy as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

If you are planning to attend the Annual General Meeting, please tick the following box:

Mark this box with an "X" if you are appointing more than one proxy:

Signed:

Leave blank to authorise your proxy to act in relation to your full entitlement or enter the number of shares in relation to which your proxy is authorised to vote:

Date:

D
D
-
M
M
-
Y
Y



Dev Clever Holdings plc

Attendance Card

>12340
Name
Address 1
Address 2
Address 3
Address 4
Address 5
Address 6

The Annual General Meeting will start at 11:00 a.m. and is being held on 26 March 2020 at the offices of the Company at Unit 1, Ninian Park, Ninian Way, Wilnecote, Tamworth, Staffordshire, B77 5ES.

If you plan to attend the Annual General Meeting, please bring this card with you to ensure you gain entry as quickly as possible.

Please present this card at the registration desk. It will be used to show that you have the right to attend, speak and vote at the Annual General Meeting.

NEVILLE
REGISTRARS

