

**XP FACTORY PLC**  
**ANNUAL GENERAL MEETING**  
**FORM OF PROXY**

I/We .....

of .....

**(Please insert full name(s) and address(es) in block letters)**

being (a) member(s) of the above-named Company, hereby appoint the Chairman of the meeting or

.....

of .....

**(See Note 3 below)**

as my/our proxy or proxies to vote for me/us and on my/our behalf at the general meeting of the Company to be held on 29 June 2022 at 10.00 a.m. at the offices of Irwin Mitchell LLP, 40 Holborn Viaduct, London EC1N 2PZ and at any adjournment of that meeting and to vote at that meeting as indicated below.

Please indicate how you wish your proxy or proxies to vote by inserting "X" in the box below. Where no "X" is inserted your proxy will vote or abstain from voting as he/she thinks fit.

Please tick here if this proxy appointment is one of multiple proxies being made (and refer to **Note 4** below)

RESOLUTIONS	FOR	AGAINST	VOTE WITHHELD
1 To receive the Accounts for the year ended 31 December 2021			
2 To appoint HW Fisher LLP as auditors			
3 To authorise the Directors to determine the remuneration of the auditors			
4 To re-elect Richard Rose as a Director			
5 To re-elect Richard Harpham as a Director			
6 To re-elect Graham Bird as a Director			
7 To re-elect Karen Bach as a Director			
8 To authorise the Directors to allot shares and to grant rights to subscribe for or to convert any security into shares pursuant to section 551 of the Companies Act 2006 and to allot equity securities by way of rights issue			
9 To renew the Directors' authority obtained by resolution passed on 22 November 2021 to allot consideration shares in connection with the Acquisition of Boom Battle Bars with respect to the consideration shares that have yet to be issued			
10 To authorise the Directors to allot equity securities pursuant to section 570 of the Companies Act 2006 in connection with a rights issue and general disapplication			
11 To authorise the Directors to allot equity securities pursuant to section 570 of the Companies Act 2006 in connection with an acquisition or other capital investment			
12 To approve the purchase of shares pursuant to section 701 of the Companies Act 2006			
13 THAT, subject to and conditional upon the passing of Resolution 10, in addition to any other such authorities, the Directors be and are hereby empowered in accordance with section 570 of the Companies Act to allot equity securities (as defined in section 560 of the Companies Act) for cash, pursuant to the authority conferred on them to allot such shares or grant such rights by Resolution 10, up to an aggregate nominal value of £312,500.00 as if sub section (1) of section 561 of the Companies Act did not apply to any such allotment, provided that this power shall be limited to the allotment of up to 25,000,000 new ordinary shares of 1.25 pence each in the capital of the Company pursuant to the Acquisition, to the extent that such shares have not already been allotted in connection with the Acquisition.			
14 To authorise general meetings of the Company (other than annual general meetings) to be called on not less than 14 clear days' notice.			

Name(s)

.....

**(Block Letters)**

Address(es)

.....

.....

**(Block Letters)**

Dated.....

Signature(s) .....

or Common Seal.....

Number of share(s) <b>(See Note 4 below)</b>

**Notes:**

- 1 We recommend that all shareholders appoint the Chair of the meeting as proxy. This will ensure that your vote is counted even if attendance at the meeting is restricted or you or any other proxy you might appoint are unable to attend in person.**
- 2 The return of a completed proxy form will not prevent a member attending the Annual General Meeting and voting in person if the member wishes to do so, should this be permitted under applicable COVID-19 restrictions.**
- 3 A Shareholder can appoint anyone to be his/her proxy at the Meeting. A proxy need not be a Shareholder. A proxy can only exercise a Shareholder's voting rights if they attend the Meeting. More than one proxy can be appointed in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different ordinary share or shares held by that Shareholder. **Shareholders are strongly encouraged to appoint the Chairman to be his/her proxy at the Meeting to ensure that your vote is counted even if you or any other proxy you might appoint are unable to attend in person.** If, notwithstanding this position, you intend to appoint a person other than the Chairman as your proxy you should, delete the words "the Chairman of the Meeting or", insert the full name of the proxy or proxies you wish to appoint and initial the alteration.
- 4 If you are appointing more than one proxy you must indicate the number of shares in respect of which you are making this appointment, you should include the number in the box provided for your first named proxy and either obtain (an) additional proxy form(s) from the Registrars on 0371 384 2030, non-UK callers should dial +44 121 415 7047 (lines are open Monday to Friday 8:30am to 5:30pm) or you may photocopy this form. Please return all the forms together and tick the box to indicate each form is one of multiple instructions being given. Please take care when completing the number of shares; if the total number of shares exceeds the total held by the member, all appointments may be invalid.
- 5 In the case of a corporation this form of proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised in writing. In the case of an individual, the form of proxy must be signed by the individual or his attorney.
- 6 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 votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
- 7 If you want your proxy to vote in a certain way on the resolutions, please insert "X" in the relevant box.
- 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 will not be counted in the calculation of the proportion of votes "For" and "Against" a resolution.
- 9 If this form of proxy is returned duly signed but without any indication as to how the person appointed proxy shall vote, he will exercise his discretion as to how he votes and whether or not he abstains from voting. Your proxy can also do this on any other resolution that is put to the meeting.
- 10 To be effective, this form of proxy, duly executed together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be lodged at the Company Registrars not less than 48 hours (excluding any part of a day which is a non-working day) before the time appointed for the holding of the meeting or adjourned meeting.
- 11 Any alterations made in this form of proxy should be initialled.
- 12 Appointment of a proxy will not preclude a member from attending and voting in person should he subsequently decide to do so.
- 13 The right of members to vote at the general meeting is determined by reference to the register of members. As permitted by Regulation 41 of the Uncertificated Securities Regulations 2001, shareholders (including those who hold shares in uncertificated form) must be entered on the Company's share register at 6:30 p.m. on 27 June 2022 in order to be entitled to attend and vote at the general meeting. Such shareholders may only cast votes in respect of shares held at such time. Changes to entries on the relevant register after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
- 14 If two or more valid forms of proxy are delivered in respect of the same share, the one which was delivered last (regardless of its date or the date of its execution) will be valid.
- 15 All enquiries concerning this form of proxy should be directed to the Company's Registrars, Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA or on 0371 384 2030, non-UK callers should dial +44 121 415 7047 (lines are open Monday to Friday 8:30am to 5:30pm).