

**PROXY FORM**  
**DRAPER ESPRIT PLC**

For use at the Annual General Meeting to be held at 20 Garrick Street, London WC2E 9BT on 14 July 2021 at 10.00 a.m. (the "AGM").

**Due to the ongoing COVID-19 pandemic, shareholders and corporate representatives are strongly encouraged not to attend in person or appoint any proxy other than the Chair of the AGM to attend.**

I/We \_\_\_\_\_

of \_\_\_\_\_

being (a) member(s) of Draper Esprit plc (the "**Company**") hereby appoint(s) the Chair of the meeting or

as my/our proxy to attend, speak and vote for me/us and on my/our behalf as identified by an 'X' in the appropriate box below at the Annual General Meeting of the Company to be held at 10.00 a.m. on 14 July 2021 and at any adjournment of the meeting. This form of proxy relates to the resolutions referred to below.

I/We instruct my/our proxy to vote as follows:

		For	Against	Vote Withheld (see Note 4)	Discretionary (see Note 5)
<b>ORDINARY RESOLUTIONS</b>					
1.	To receive the Directors' Report and the accounts for the Company for the financial year ended 31 March 2021.				
2.	To approve the Remuneration and Nomination Committee Report for the financial year ended 31 March 2021.				
3.	To re-elect Karen Slafford as a Director.				
4.	To re-elect Martin Davis as a Director.				
5.	To re-elect Stuart Chapman as a Director.				
6.	To re-elect Ben Wilkinson as a Director.				
7.	To re-elect Grahame Cook as a Director.				
8.	To re-elect Richard Pelly as a Director.				
9.	To re-appoint PricewaterhouseCoopers LLP as auditors of the Company.				
10.	To authorise the Audit, Risk and Valuations Committee to determine the remuneration of the auditors.				
11.	To authorise the Directors to allot shares.				
<b>SPECIAL RESOLUTIONS</b>					
12.	Authority to disapply statutory pre-emption rights.				
13.	Additional authority to disapply statutory pre-emption rights.				
14.	To authorise the Company to purchase its own ordinary shares.				
15.	To authorise the Directors to call a general meeting other than an annual general meeting on not less than 14 clear days' notice.				

Dated this

\_\_\_\_\_ 2021

Signature(s) \_\_\_\_\_

**Notes:**

1. To be valid, this form of proxy, together with a duly signed and dated power of attorney or any other authority (if any) under which it is executed (or a notarially certified copy of such power of attorney or other authority) must be signed and dated and lodged at the Company at the address below, so as to be received not less than 48 hours (not including any day that is not a normal business day) before the time appointed for the AGM.
2. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. **However, given the limited format of this year's AGM, shareholders entitled to vote at the AGM are strongly encouraged to appoint the Chair of the AGM as their proxy to vote instead of them at the AGM.**
3. Please indicate with an 'X' in the appropriate box how you wish the proxy to vote. In the absence of any indication, the proxy will exercise his/her discretion as to whether and how he/she votes. The proxy may also vote or abstain from voting as he/she thinks fit on any other business which may properly come before the AGM.
4. If you mark the box 'Vote Withheld', it will mean that your proxy will abstain from voting and, accordingly, your vote will not be counted either for or against the relevant resolution. It should be noted that a vote withheld is not a vote in law.
5. If you mark the box 'Discretionary', the proxy can vote as he/she chooses or can decide not to vote at all.
6. The form of proxy should be signed and dated by the member or his attorney duly authorised in writing. If the appointer is a corporation this proxy should be under seal or under the hand of an officer or attorney duly authorised. Any alteration made to the form of proxy should be initialled.
7. A proxy need not be a member of the Company. If no name is inserted in the box provided, the Chair of the AGM will be deemed appointed as the proxy. A member may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise rights attached to different shares. **However, given the limited format of this year's AGM, shareholders entitled to vote at the AGM are strongly encouraged to appoint the Chair of the AGM as proxy for all votes.**
8. In the case of joint holders, signature of any one holder will be sufficient, but the names of all the joint holders should be stated. The vote of the senior holder (according to the order in which the names stand in the 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(s) of the other joint holder(s).
9. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, as amended, the Company specifies that entitlement to attend and vote at the AGM, and the number of votes which may be cast at the AGM, will be determined by reference to the Company's register of members at 6.30 p.m. on 12 July 2021 or, if the AGM is adjourned, at close of business on the date which is two days before the day of the adjourned AGM (as the case may be). In each case, changes to the register of members after such time will be disregarded.
10. Completion and return of a form of proxy will not preclude a member from attending the AGM and voting in person. **However, please note the limited format of this year's AGM.**
11. CREST members who wish to utilise the CREST proxy appointment service may do so by following the procedures described in the CREST manual and the Notice of AGM.
12. The resolutions set out in the table above are a summary of the resolutions proposed at the AGM for the purpose of identification only. Please see the notice convening the AGM for the full text of each resolution.

**Address for lodgement of proxies:**

Equiniti Limited  
Aspect House  
Spencer Road  
Lancing  
West Sussex  
BN99 6DA