

# MOTORK PLC

(Incorporated and registered in England and Wales with  
company number. 09259000)

## FORM OF PROXY

I/We .....being member(s) of **Motork  
plc** (the "**Company**")

hereby appoint the chairman of the meeting (please see note 1)

or .....as my/our  
proxy to vote for me/us on my/our behalf at the **Annual General Meeting** of the Company to  
be held at 11:00 a.m. (CEST) on Thursday, 28 April 2022 and at any adjournment thereof.  
I/we hereby authorise and instruct my/our proxy to vote as indicated below on the resolutions  
to be proposed at the meeting. Unless otherwise directed the proxy will vote or abstain from  
voting as he/she thinks fit.

<b>ORDINARY RESOLUTIONS</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Withheld</b>
1. To receive the financial statements for 31 December 2022, together with the reports of the Directors and Auditors.				
2. To approve the Directors' Remuneration Policy.				
3. To approve the Directors' Remuneration Report (excluding parts relating to the Director's Remuneration Policy).				
4. To re-elect Marco Marlia as a Director of the Company.				
5. To re-appoint BDO LLP as Auditors of the Company.				
6. To authorise the Directors to agree the remuneration of the Auditors.				
7. To approve the Company to make certain political donations.				

8. In accordance with Section 551 of the Companies Act 2006, to authorise the Directors to allot equity securities in the Company up to an aggregate nominal amount of €201,644.79.				
<b>SPECIAL RESOLUTIONS</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Withheld</b>
9. In accordance with Section 570 of the Companies Act 2006, to authorise the Directors to allot equity shares, as if Section 561 (1) of the Companies Act 2006 did not apply.				
10. In accordance with Section 570 of the Companies Act 2006, to authorise the Directors to allot equity shares in connection with an acquisition or other capital investment, as if Section 561 (1) of the Companies Act 2006 did not apply				
11. In accordance with Section 701 of the Companies Act 2006, to authorise the Directors to make one or more market purchases of ordinary shares.				
12. A general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.				

If this Form of Proxy is signed and returned without any indication as to how the proxy shall vote, he will exercise his discretion both as to how he votes and whether or not he abstains from voting in relation to the above resolutions and other business transacted at the meeting.

Names of Joint Holders (if any).....

Signed..... Date.....

If you would like to receive Company Information electronically please complete and sign below.

**I would like to be entered on the e-mail list to receive Company Information electronically.**

**Signed**.....

**e-mail address** ..... (for distribution list)

## Notes:

1. Members are entitled to appoint a proxy to exercise all or part of their rights to participate in, and to speak at, and vote on their behalf at the AGM. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company.
2. Shareholders are encouraged to appoint the Chairman as their proxy but a third party may be appointed instead. If you wish to appoint a proxy other than the Chairman of the meeting then delete that reference in the Form of Proxy and insert in the space provided the name and address of your proxy.
3. To be valid, a Form of Proxy or other instrument appointing a proxy must be received either (i) by email at [ava@nl.abnamro.com](mailto:ava@nl.abnamro.com); or (ii) by post to ABN AMRO Bank N.V., Department Corporate Broking HQ7212, Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands. In each case for proxy appointments to be valid, they must be received by no later than **11:00 a.m. (CEST) on Tuesday, 26 April 2022**, being 48 hours before the time appointed for the AGM or not less than 48 hours before the time appointed for any adjournment thereof. If you return more than one proxy appointment, either by paper or electronic communication, that received last by email or by post will take precedence. You are advised to read the terms and conditions of use for the Form of Proxy carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
4. The return of a completed Form of Proxy, or other such instrument will not prevent a shareholder participating in the AGM and voting on the poll if he/she wishes to do so.
5. In the case of joint holders only one need sign this Form of Proxy, but the names of the other joint holders should be shown in the space provided. The vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. Seniority will be determined by the order in which the names appear in the register of members in respect of the joint holding.
6. Where the member is a corporation this Form of Proxy must be under its common seal or signed by its attorney or a duly authorised officer.
7. The lodging of a Form of Proxy does not preclude you from participating in and voting on the poll put to the meeting or at any adjournment thereof.
8. Persons holding their ordinary shares of €0.01 each in the Company through Nederlands Centraal Instituut voor Giraal Effectenverkeer B.V. ("**Euroclear Nederland**") via banks and brokers are not included in the Company's register of members – such ordinary shares are included in the register of members under the name of Euroclear. If anyone who holds their ordinary shares through Euroclear wishes to (i) appoint the chair as proxy to attend, speak and vote on their behalf, (ii) give voting instructions without attending the Annual General Meeting or (iii) give voting

instructions and attend the Annual General Meeting, they must instruct Euroclear Nederland accordingly. To do this, they are advised to contact their intermediary as soon as possible and advise them which of the three options they prefer. Alternatively, persons can choose such options electronically by accessing the website [www.abnamro.com/evoting](http://www.abnamro.com/evoting) and following the instructions. In all cases, the validity of the instruction will be conditional upon ownership of the shares at **11:00 a.m. (CEST)** on **Tuesday, 26 April 2022**.

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**PLEASE DETATCH AND RETAIN THIS SECTION OF THE PROXY FORM**

**All voting on the resolutions at the AGM will be conducted on a poll which means that you should submit your proxy as soon as possible. There will be a limited opportunity to submit a separate poll card in a short interval after the meeting formally concludes.**

<b>THE URL FOR THE ELECTRONIC AGM IS:</b>	
<a href="https://mmitc-collab.webex.com/mmitc-collab/onstage/q.php?MTID=e8bedd2346463f565645531564bdc14a7">https://mmitc-collab.webex.com/mmitc-collab/onstage/q.php?MTID=e8bedd2346463f565645531564bdc14a7</a>	
<b>YOUR MEETING ACCESS CODE IS:</b>	<b>welcome</b>