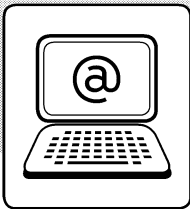


The Chair of Bytes Technology Group plc invites you to attend the Annual General Meeting of the Company to be held at **Bytes House, Randalls Way, Leatherhead, Surrey, KT22 7TW** on **22 July 2021** at **10.00 am (BST)**.

Shareholder Reference Number

Please detach this portion before posting this proxy form.

Form of Proxy - Annual General Meeting to be held on 22 July 2021



Cast your Proxy online...It's fast, easy and secure!

www.investorcentre.co.uk/eproxy

Control Number: 917211 SRN:

PIN:

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN and agree to certain terms and conditions.

Invest in our environment...Register at www.investorcentre.co.uk

Register today and make a positive impact by managing your shareholding online, the easy way!

To be effective, all proxy appointments must be lodged with the Company's Registrars at:
Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 20 July 2021 at 10.00 am (BST).

Explanatory Notes:

- Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chair, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0370 889 3163 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- The 'Vote Withheld' option overleaf 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 the votes 'For' and 'Against' a resolution.
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting. To be valid, the instrument appointing a proxy (and where it is signed on behalf of the shareholder by an attorney, the letter or power of attorney, or a duly certified copy thereof) must (failing previous registration with the Company) be delivered by 10.00 am (BST) on Tuesday, 20 July 2021 or, in the case of an adjourned meeting, at least 48 hours before the time appointed for holding the adjourned meeting at which the person named in the instrument proposes to vote or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used. Shareholders should return the form of proxy to the Company's registrars at Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, United Kingdom or via [email address]. CREST members who wish to use the CREST electronic proxy appointment service should refer to the shareholder notes in the Notice of Annual General Meeting issued by the Company on Thursday, 17 June 2021, which sets out the requirements for the submission of a proxy appointment via CREST.
- Entitlement to attend and vote at the Meeting and the number of votes which may be cast thereat will be determined by reference to the register of members of the Company at close of business UK time on Tuesday, 20 July 2021 or, if the Meeting is adjourned, 48 hours before the time fixed for the adjourned meeting (as the case may be). Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
- To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0370 889 3163 to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service.
- If the member is a corporation, this form of proxy must be executed under its common seal or under the hand of an attorney or a duly authorised officer of the company, stating their capacity (e.g. director, secretary).

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

All Named Holders

Poll Card

To be completed **only** at the AGM if a Poll is called.

Ordinary Business

	For	Against	Vote Withheld
1. Receipt of the 2021 Annual Report and Accounts.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of the Directors' Remuneration Report.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of the Directors' Remuneration Policy.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To elect Patrick De Smedt as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To elect Neil Murphy as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To elect Keith Richardson as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To elect Mike Phillips as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To elect Alison Vincent as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To elect David Maw as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Vote Withheld
10. Authority to appoint Ernst & Young LLP as auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Remuneration of the auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Authority to allot new shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Authority to make political donations.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Business			
14. Disapplication of pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. Disapplication of pre-emption rights for purposes of acquisitions and other capital investment.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. Authority for the company to purchase its ordinary shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. Notice period for general meetings other than annual general meetings.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

In the case of a Corporation, a letter of representation will be required (in accordance with S323 of the Companies Act 2006) unless this has already been lodged at registration.

Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chair.
Please leave this box blank if you want to select the Chair. Do not insert your own name(s).

	*
--	---



I/We hereby appoint the Chair of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the Annual General Meeting of Bytes Technology Group plc to be held at **Bytes House, Randalls Way, Leatherhead, Surrey, KT22 7TW** on **22 July 2021** at **10.00 am (BST)**, and at any adjourned meeting.

* For the appointment of more than one proxy, please refer to Explanatory Notes (see front).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



	For	Against	Vote Withheld
1. Receipt of the 2021 Annual Report and Accounts.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of the Directors' Remuneration Report.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of the Directors' Remuneration Policy.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To elect Patrick De Smedt as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To elect Neil Murphy as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To elect Keith Richardson as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To elect Mike Phillips as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To elect Alison Vincent as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To elect David Maw as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Vote Withheld
10. Authority to appoint Ernst & Young LLP as auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Remuneration of the auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Authority to allot new shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Authority to make political donations.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Business			
14. Disapplication of pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. Disapplication of pre-emption rights for purposes of acquisitions and other capital investment.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. Authority for the company to purchase its ordinary shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. Notice period for general meetings other than annual general meetings.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

