

FORM OF PROXY

Bytes Technology Group plc

(Incorporated in the England & Wales)
 (Registered number: 12935776)
 LEI: 213800LA4DZLFBAC9O33
 Share code: BYI
 ISIN: GB00BMH18Q19
 (“the Company”)

FORM OF PROXY FOR USE BY THE REGISTERED SHAREHOLDERS OF THE COMPANY FOR THE ANNUAL GENERAL MEETING TO BE HELD AT BYTES HOUSE, RANDALLS WAY, LEATHERHEAD, SURREY, KT22 7TW, UK ON THURSDAY, 22 JULY 2021 AT 10AM (BST)/11AM (SAST)

This form of proxy is ONLY for use by shareholders registered on the Company's South African (“SA”) register:

1. who have not yet dematerialised their shares in the Company; or
2. who have already dematerialised their shares in the Company and have appointed Computershare Custodial Services as their central securities depository participant (“CSDP”) and are registered in their own names in the Company's sub-register.

Shareholders who have dematerialised their shares, other than those shareholders who have dematerialised their shares with own-name registration, should contact their CSDP or broker in the manner and time stipulated in their agreement, in order to furnish them with their voting instructions or to obtain a letter of representation, in the event that they wish to attend the Annual General Meeting in person. Before completing this form, please read the notes overleaf.

I/We _____

(please print)

of (address) _____

Telephone number _____

CellPhone number _____

Email address _____

Being the holder of ordinary shares in the Company, hereby appoint (see overleaf):

1. _____ or failing him/her,
2. _____ or failing him/her,
3. the Chair of the Annual General Meeting,

as my/our proxy to act for me/us and on my/our behalf at the Annual General Meeting of the Company which will be held on Thursday, 22 July 2021 at 10am (BST)/11am (SAST) and at any adjournment thereof for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat and at any adjournment thereof, and to vote for and/or against the resolutions and/or abstain from voting in respect of the shares registered in my/our name/s, in accordance with the following instructions:

		Number of ordinary shares		
		For	Against	Withheld
1.	Resolution number 1: Receipt of the 2021 Annual Report and Accounts			
2.	Resolution number 2: Approval of the Directors' Remuneration Report			
3.	Resolution number 3: Approval of the Directors' Remuneration Policy			
4.	Resolution number 4: To elect Patrick De Smedt as a Director			
5.	Resolution number 5: To elect Neil Murphy as a Director			
6.	Resolution number 6: To elect Keith Richardson as a Director			
7.	Resolution number 7: To elect Mike Phillips as a Director			
8.	Resolution number 8: To elect Alison Vincent as a Director			
9.	Resolution number 9: To elect David Maw as a Director			
10:	Resolution number 10: Authority to appoint Ernst & Young LLP as auditors			
11:	Resolution number 11: Remuneration of the auditors			
12:	Resolution number 12: Authority to allot new shares			
13:	Resolution number 13: Authority to make political donations			
14:	Resolution number 14: Disapplication of pre-emption rights			
15:	Resolution number 15: Disapplication of pre-emption rights for purposes of acquisitions and other capital investment			
16:	Resolution number 16: Authority for the Company to purchase its ordinary shares			
17:	Resolution number 17: Notice period for general meetings other than annual general meetings			

Please indicate with an ‘X’ in the appropriate spaces provided above how you wish your vote to be cast. If no indication is given, the proxy will be entitled to vote or abstain as he/she deems fit.

Signature

Assisted by me (where applicable)

NOTES TO FORM OF PROXY

1. The form of proxy is for completion by SA certificated holders and SA dematerialised holders who have "own name" registration of securities only. SA dematerialised holders who wish to attend the Annual General Meeting must inform their CSDP or broker of their intention and the CSDP or broker will issue them with the necessary documentary authorisation to attend and vote at the Annual General Meeting. Alternately, should they not wish to attend the Annual General Meeting in person, holders of securities may provide their CSDP or broker with their voting instruction and such CSDP or broker will complete all necessary documentation and action same in order for the holders of securities vote(s) to be taken account of at the Annual General Meeting.
2. 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).
3. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting Computershare at proxy@computershare.co.za or you may photocopy this form. Please indicate in the box next to the proxy holder's name 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.
4. 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.
5. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (United Kingdom), 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.
6. 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 to the Company's transfer secretaries to be received by them by 11am (SAST) 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:
Computershare Investor Services Proprietary Limited
Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196
(Private Bag X9000, Saxonwold, 2132)
or emailed to:
proxy@computershare.co.za
7. 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 corporation.
8. In the case of joint holders, the signature of one shareholder will be sufficient, but the names of all the joint holders should be stated. If more than one joint holder is present at the meeting, either in person or by proxy, the vote of the joint holder whose name stands first in the register of members shall be counted.
9. Any alterations made to this form should be initialled.
10. The completion and return of this form will not preclude a member from attending the meeting and voting in person, subject to any Covid-19 related restrictions in place at the time.

ADDITIONAL FORMS OF PROXY ARE AVAILABLE FROM THE TRANSFER SECRETARIES ON REQUEST AT:email: proxy@computershare.co.za

telephone: 086 11 00 933 or +27 (0)11 370 5000