

VECTOR CAPITAL PLC (Company)

Annual General Meeting

Form of proxy

Shareholders are urged to appoint the Chair of the meeting as their proxy, with voting instructions. Please refer to the Notice of Annual General Meeting for further information.

Before completing this form, please read the explanatory notes below

I /We:

Address:

(Block capitals, please)

being a member of the Company appoint the Chair of the meeting as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting (the “**AGM**”) of the Company to be held on Tuesday 11 May 2021 at 11:00am and at any adjournment of the meeting.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'.

If you wish to appoint multiple proxies, please see note 4 below. Please tick here if you are appointing more than one proxy:

RESOLUTIONS	For	Against	Vote withheld
ORDINARY RESOLUTIONS			
1. Receipt of Report and Accounts.			
2. Declaration of the Dividend.			
3. Re-Appointment of the Auditor.			
4. Remuneration of the Auditor.			
5. Directors' Authority to Allot Securities.			
SPECIAL RESOLUTIONS			
6. Dis-application of Pre-Emption Rights			
7. Dis-application of Pre-Emption Rights			
Signature:	Date:		

Attendance at the AGM

At the time of writing compulsory government measures are in force restricting public gatherings. In light of these measures, and in line with the legislation, this year's AGM will be run as a closed meeting. As a result, shareholders must not attend the AGM in person and anyone seeking to attend in person will be refused entry.

Shareholders are urged to appoint the chair of the meeting as their proxy, with voting instructions, to ensure their vote is counted. Other named proxies will not be allowed to attend.

Notes

FORM OF PROXY

1. As a member of the Company you are entitled to appoint a proxy or proxies to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes. If the proxy is being appointed in relation to part of your holding only, please print clearly next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If this box is left blank they will be authorised in respect of your full voting entitlement. This form of proxy confers authority to demand or join in demanding a poll.
2. Appointment of a proxy does not preclude you from viewing the meeting via the Zoom link. See the Notes to the Notice of Annual General Meeting (the "**Notice**") for details.

APPOINTMENT

3. A member of the Company may appoint a proxy of his/her/its own choice. A proxy need not be a member of the Company. However, as explained in the Notice, shareholders are urged to appoint the Chair of the Annual General Meeting as their proxy. Other named proxies will not be allowed to attend the AGM.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, additional proxy forms may be obtained by contacting the Company's registrar, Neville Registrars Ltd at Neville House, Steelpark Road, Halesowen B62 8HD (the "**Registrar**"), or you may copy this form. If you are appointing more than one proxy, please print clearly next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy and indicate by ticking the relevant box that the proxy appointment is one of multiple appointments being made. Multiple proxy appointments should be returned together in the same envelope.
5. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

VOTING DIRECTIONS

6. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting, including a motion to adjourn.

RETURNING YOUR FORM OF PROXY

7. To appoint a proxy using this form, the form must be:
 - Completed and signed;
 - Sent or delivered to the Registrar at Neville House, Steelpark Road, Halesowen B62 8HD; and
 - Received by the Registrar no later than 48 hours before the time appointed for holding the meeting, or, in the event of an adjournment of the meeting, 48 hours (excluding any UK non-working days) before the adjourned meeting.
8. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
9. As an alternative to completing this hard-copy proxy form, you can appoint a proxy electronically by returning the form by email to the Registrar at info@nevilleregistrars.co.uk. For an electronic proxy appointment to be valid, your appointment must be received by the Registrar no later than 48 hours before the time appointed for holding the meeting, or, in the event of an adjournment of the meeting, 48 hours (excluding any UK non-working days) before the adjourned meeting.
10. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent Neville Registrars Limited (ID: 7RA11) by no later than 48 hours before the time appointed for holding the meeting, or, in the event of an adjournment of the meeting, 48 hours (excluding any UK non-working days) before the adjourned meeting. See the notes to the notice of meeting for further information on proxy appointment through CREST.
11. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence. For details of how to change your proxy instructions or revoke your proxy appointment, see the notes to the notice of meeting.
12. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.