

# ADAMS PLC

(Incorporated in the Isle of Man with registered number 004145V)

## FORM OF PROXY ANNUAL GENERAL MEETING 2019

Form of proxy for use at the Annual General Meeting of Adams Plc (the "Company") to be held at 11.00 a.m. on 9 August 2019 at IOMA House, Hope Street, Douglas, Isle of Man, IM1 1AP (the "AGM").

I/We ..... (your name)

of ..... (your address)

being a member(s) of the Company entitled to receive notice, attend and vote at Annual General Meetings of the Company hereby appoint the Chairman of the AGM or (see note 3) .....

as my/our proxy to vote for me/us and on my/our behalf at the AGM and at any adjournment thereof in relation to the resolutions specified in the Notice of AGM dated 2 July 2019 (the "Resolutions") and any other business (including adjournments and amendments to the resolutions) which may properly come before the AGM or any adjournment thereof.

Please tick here if this proxy appointment is one of multiple appointments made (see note 4).

I/We direct my/our proxy to vote as indicated by an X in the appropriate column in respect of the Resolutions (see note 5).

Resolutions	For	Against	Withheld
<b>Ordinary Business</b>			
1. To receive and adopt audited accounts of the Company for the year ended 31 March 2019, together with the report of the Directors and the Auditors thereon.			
2. To re-appoint Nick Woolard as a Director of the Company.			
3. To re-appoint Jeffrey Henry LLP as auditors and to authorise the Board to determine their remuneration.			
<b>Special Business</b>			
4. To authorise the Board to allot shares.			
5. To authorise the disapplication of pre-emption rights.*			
6. To authorise the Board to make open market purchases in the Company's Ordinary Shares.*			

\*Proposed as Special Resolutions.

Date ..... 2019

Signature(s) and/or common seal (see notes 4 and 5) .....

### Notes:

- As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend and vote on a poll at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
- Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
- A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions.
- 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 form(s) may be obtained from FIM Capital Limited at the address set out in note 6 below.
- 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 "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.
- To appoint a proxy using this form, the form must be: completed, signed and sent to FIM Capital Limited, either by post to IOMA House, Hope Street, Douglas, Isle of Man IM1 1AP, by facsimile to +44 (0)1624 604790 or be scanned and e-mailed to [jocallaghan@fim.co.im](mailto:jocallaghan@fim.co.im), so as to be received by FIM Capital Limited no later than 11.00 a.m. on 7 August 2019.
- 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.
- 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).
- 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.