

SMARTSPACE SOFTWARE PLC
(company number 05332126)

(the "Company")

PROXY FORM

ANNUAL GENERAL MEETING 2020

Before completing this form, please read the explanatory notes below

I/We the undersignedof
..... being the holder(s)
of ordinary shares of 10 pence each in the capital of the Company hereby appoint the Chairman of the Annual General Meeting or
(see Note 1 overleaf)

.....
as my/our proxy to attend, speak and vote in respect of all /.....ordinary shares (see Note 4 overleaf) held by me/us on my/our behalf at the Annual General Meeting of the Company to be held at the offices of the Company, Norderstedt House James Carter Road, Mildenhall, Bury St. Edmunds, England, IP28 7RQ at 10.30 am on 30 October 2020 and at any adjournment of the meeting.

I/We direct that my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

		For	Against	Vote withheld
ORDINARY BUSINESS				
1.	To re-elect Guy van Zwanenberg as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	To re-elect Frank Beechinor-Collins as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	To re-elect Bruce Morrison as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	To re-elect Diana Dyer Bartlett as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	To re-appoint RSM UK Audit LLP as auditors of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	To authorise the directors to determine the remuneration of the Company's auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
SPECIAL BUSINESS				
7.	To authorise the directors to allot ordinary shares in the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	To authorise the directors to dis-apply statutory pre-emption rights in respect of the allotment of ordinary shares pursuant to Section 570 of the Companies Act 2006	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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|-----|--|--------------------------|--------------------------|--------------------------|
| 9. | To authorise the directors to further dis-apply statutory pre-emption rights in respect of the allotment of ordinary shares pursuant to Section 570 of the Companies Act 2006 for the purposes of financing acquisitions of a nature approved by the Pre-Emption Group | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. | To authorise the directors to make market purchases of ordinary shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Signature:

Dated: 2020

Please tick here if this proxy appointment is one of multiple appointments being made:
For the appointment of more than one proxy, please refer to Note 4 overleaf.

Notes to the proxy form:

1. As a member of the Company you are entitled to appoint a proxy 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.
2. Following UK Government guidance in relation to COVID-19, the Annual General Meeting ("AGM") will be convened with the minimum necessary quorum of two members of the Company. Accordingly, members will be restricted from attending the AGM in person or by attorney or by corporate representative and anyone seeking to attend the meeting will be refused entry.
3. Voting on the resolutions will be by way of a poll rather than a show of hands. A poll ensures that the votes of members who are unable to attend the AGM, but who have appointed proxies, are taken into account in the final voting results.
4. Should you wish to ask any questions in relation to the resolutions, which you may otherwise have asked at the AGM had you been in attendance, you are encouraged to contact the Company prior to the AGM by email to shareholders@smartspaceplc.com.
5. A proxy does not need to be a member of the Company. To appoint as your proxy a person other than the Chairman of the meeting, delete the words "the Chairman of the Meeting or" and insert the full name of the proxy preferred and initial the alteration. **Given the restriction on attendance in person, you are encouraged to appoint the chairman of the AGM as your proxy rather than a named person who will not be permitted to attend the physical meeting. Please note that if you appoint a person other than the Chairman as your proxy, that proxy's votes will not be counted in any poll at the AGM.** If you fail to initial the alteration, or if you sign and return this proxy form without a name inserted for the proxy, the Chairman of the meeting will be deemed to be your proxy.
6. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate 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. **Please note that if you appoint a person other than the Chairman as your proxy, that proxy's votes will not be counted in any poll at the AGM.**
7. 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.
8. To appoint a proxy using this form, the form must be:
 - completed and signed;
 - sent or delivered to Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR or scanned and sent by email to voting@shareregistrars.uk.com; and
 - received by Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR no later than 10.30 a.m. on 28 October 2020.
9. In the case of a member who is an individual, this proxy form must be executed by the individual or his attorney.
10. 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.
11. 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.
12. 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).
13. 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.
14. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.