

NOTICE OF AVAILABILITY

The Notice of Annual General Meeting to which this Proxy Form relates and the Report and Accounts are available on the Company's website at www.prime-people.co.uk

NOTES TO THE FORM OF PROXY

- 1 If any other proxy is preferred, strike out the words "Chairman of the Meeting" and add the name of the proxy you wish to appoint and initial the alteration. The proxy need not be a member. **Please note, the Board encourages all Shareholders to appoint the Chairman of the Meeting as their Proxy.**
- 2 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, the Board encourages all Shareholders to appoint the Chairman of the Meeting as their Proxy.**
- 3 If the appointer is a corporation, this form must be completed under its common seal or under the hand of some officer or attorney duly authorised in writing.
- 4 The signature of any one of the joint holders will be sufficient, but the names of all the joint holders should be stated. In the case of joint holders of a share, the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the share.
- 5 To be effective this form and the power of attorney or other written authority (if any) under which it is signed, or an office or notarially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971 or the Enduring Powers of Attorney Act 1986 (or any statutory modification or re-enactment thereof for the time being in force) of any such power or written authority must be deposited at the Company's registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD not less than 48 hours (excluding non-working days) before the time appointed for holding the meeting or adjourned meeting, or in the case of a poll taken subsequently to the meeting or adjourned meeting, not less than 24 hours before the time appointed for taking the poll. Where a poll is not taken forthwith but is taken less than 48 hours after it was demanded, this form together with any other documents required to be deposited shall be deemed to have been deposited if handed to the Chairman of the Meeting at which the poll is validly demanded at any time prior to the commencement of such meeting and if so delivered the instrument of proxy shall be treated as valid.
- 6 The completion of this form will not preclude a member from attending the meeting and voting in person in which case any votes cast by the proxy will be excluded and your proxy appointment will automatically be terminated. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating the intention to invoke the proxy appointment to the Company's registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD by the time appointed for holding the meeting or adjourned meeting, or in the case of a poll taken subsequently to the meeting or adjourned meeting, by the time appointed for taking the poll. **Please note, it will not be possible for Shareholders to attend the meeting in person.**
- 7 Any alteration of this form must be initialled.
- 8 In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, only those members entered on the Company's register of members not later than 48 hours before the time of the meeting or, if the meeting is adjourned, Shareholders entered on the Company's register of members not later than 48 hours before the adjourned meeting, will be entitled to attend and vote at the meeting. Changes to entries on the register of members after such time will be disregarded in determining the rights of any person to attend and vote at the meeting. **Please note, it will not be possible for Shareholders to attend the meeting in person.**

Given the current circumstances in relation to Covid-19, the Board has made the decision that the AGM will be held as a closed meeting in accordance with the provisions of the Corporate Insolvency and Governance Act 2020. This means that the AGM will be convened with the minimum quorum of shareholders (facilitated by the Company) to conduct the formal business of the AGM. As such, for the safety and security of all involved, shareholders and their proxies are unable to attend the AGM in person this year. In light of this, you are strongly advised to appoint the Chairman of the meeting as your proxy to ensure that your vote is counted.

Please complete and return this Form of Proxy to the Registrar at the address shown overleaf. If you wish to use an envelope, please address it to 'FREEPOST NEVILLE'. If it is posted outside the United Kingdom, please return it in an envelope using the address shown overleaf and pay the appropriate postage charge.

Prime People PLC

(incorporated in England and Wales under the Companies Acts 1948 and 1981 with registered number 01729887)

FORM OF PROXY

I/We _____ being (a) member(s) of the Company and entitled to vote at the Annual General Meeting, hereby appoint

(Please only complete if appointing someone other than the Chairman of the Meeting)

or failing him/her, the Chairman of the Meeting as my/our proxy, to attend, speak and vote for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on 22 September 2020 at 2 Harewood Place, Hanover Square, London, W1S 1BX at 11:00 a.m. and at any adjournment thereof.

Ordinary Business - Ordinary Resolution

- 1 To re-elect Mr. R. J. G. Macdonald as a Director

FOR

AGAINST

WITHHELD

Special Business - Resolutions

(† Ordinary Resolutions *Special Resolutions)

- 2† To authorise the Company to allot shares

FOR

AGAINST

WITHHELD

- 3* To disapply pre-emption rights

- 4* To authorise the Company to make market purchases of its own shares

- 5† To authorise the Company to make off-market purchases of its own shares

- 6* To adopt new Articles of Association of the Company

Mark this box with an "X" if you are appointing more than one proxy:

Signed:

Leave blank to authorise your proxy to act in relation to your full entitlement or enter the number of shares in relation to which your proxy is authorised to vote:

Date:

/ /



>123-0



>123-0
Name
Address 1
Address 2
Address 3
Address 4
Address 5
Address 6

Business Reply Plus
Licence Number
RSTY-SAKX-RZSL



NR 1

Neville Registrars Limited
Neville House
Steelpark Road
Halesowen
B62 8HD