

**THREE THISTLES PLC  
Annual General Meeting  
FORM OF PROXY**

**Before completing this form, please read the explanatory notes below**

I/We.....(BLOCK CAPITALS)

being a member(s) of Three Thistles plc (“the **Company**”) hereby appoint the Chairman of the Meeting or (**see note 3**)

.....

as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at 11am on 5 March 2020 at The Steading, 118-120 Biggar Road, Edinburgh EH10 7DU and at any adjournment thereof.

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’.

**Please indicate with a 'X' in the spaces below how you wish your votes to be cast**

RESOLUTIONS	FOR	AGAINST	VOTE WITHHELD
1 To receive and consider the Financial Statements for the period ended 28 September 2019, including the Report of the Directors and the Report of the Auditors.			
2 To re-appoint RSM UK Audit LLP, Chartered Accountants, as Auditors.			
3 To authorise the Directors to fix the remuneration of the Auditors.			
4 To appoint Kenneth Hugh McGown as a director of the Company.			

.....  
Signature(s)

.....  
Date

.....  
Signature(s)

.....  
Date

## Notes:-

### Appointment

- 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. If the proxy is being appointed in relation to part of your holding only, please enter in the box next to the proxy'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.
- 2 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 and vote, your proxy appointment will automatically be terminated.
- 3 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, you should delete the words "the Chairman of the Meeting" and insert the full name of your proxy in the line underneath. If you sign and return this proxy form without the necessary deletions and with no name inserted, 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. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
- 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, please photocopy this proxy form and indicate on each proxy form the number of shares that proxy is to exercise in voting rights.
- 5 In the case of joint holders, the signature on this proxy form of any holder will suffice but the names of all joint holders should be shown. However, 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, mark 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:
  - 7.1 completed and signed;
  - 7.2 sent or delivered to the Company's registrar, Share Registrars Limited at The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR; and
  - 7.3 received by the Company's registrar by no later than 11am on 3 March 2020.
- 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.

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.