

**THREE THISTLES PLC**

**ANNUAL GENERAL MEETING - FORM OF PROXY**

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

In light of the COVID-19 pandemic Shareholders are urged to exercise their votes by submitting their Form of Proxy and appointing the Chairman of the Annual General Meeting as their proxy. Shareholders and their proxies will not be allowed to attend the meeting in person, as to do so would be inconsistent with current government guidelines relating to COVID-19, in particular the advice for people to avoid public gatherings, all non-essential travel and social contact. Any Shareholder seeking to attend the Annual General Meeting in person will be refused entry. The Company is actively following developments and will issue further information through a Regulatory Information Service and/or on its website <https://threethistles.co.uk> if it becomes necessary or appropriate to make any alternative arrangements for the Annual General Meeting. The Annual General Meeting will be purely functional in format to comply with the relevant legal requirements.

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

being a member(s) of Three Thistles plc (“the **Company**”) hereby appoint the Chairman of the Meeting 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 Monday 22 March 2021 at the offices of Davidson Chalmers Stewart LLP, 163 Bath Street, Glasgow G2 4SQ 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
Ordinary Business			
1 To receive and consider the Financial Statements for the period ended 3 October 2020, including the Report of the Directors and the Report of the Auditors.			
2 To re-appoint McLay, McAlister & McGibbon, Chartered Accountants, as Auditors.			
3 To authorise the Directors to fix the remuneration of the Auditors.			
Special Business			
4 To subdivide the issued and unissued Ordinary Shares of £0.50 each in the capital of the Company into Ordinary Shares of £0.10.			

.....  
Signature(s)

.....  
Date 2021

.....  
Signature(s)

.....  
Date 2021

## Notes:-

As explained in the Notice of this Meeting, due to the restrictions in force at the date of the notice of this meeting, this Annual General Meeting will be held as a “closed meeting”. Shareholders must not attend the meeting in person nor appoint a proxy or corporate representative other than the Chairman of the meeting. Anyone seeking to attend in person will not be permitted to enter the venue (except for those invited for the purpose of forming a quorum). The Company will make arrangements for a quorum to be present to transact the formal business of the meeting.

## Appointment

- 1 Only the Chairman of the Annual General Meeting should be appointed as a proxy (or corporate representative) of a Shareholder.
- 2 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.
- 3 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

- 4 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.**
- 5 **If no voting indication is given, your proxy will vote or abstain from voting at their discretion.** Your proxy will vote (or abstain from voting) as they think fit in relation to any other matter which is put before the meeting, including a motion to adjourn.

## RETURNING YOUR FORM OF PROXY

- 6 To appoint a proxy using this form, the form must be:
  - 6.1 completed and signed;
  - 6.2 sent or delivered to the Company's registrars, Share Registrars Limited, at The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR; and
  - 6.3 received by the Company's registrar by no later than 11am on Thursday 18 March 2021.
- 7 In the case of a member which is a company, this proxy form must be signed on its behalf by an officer of the company or an attorney for the company or executed under its common seal. 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.