

ENSILICA PLC

Form of Proxy for use at the Annual General Meeting, 10.00 am on Thursday 28 November 2024

I/We the undersigned
(NAME IN BLOCK CAPITALS)

of
(ADDRESS)

being member(s) of EnSilica plc HEREBY APPOINT the chairperson of the meeting or

.....

(see note 1) in respect of all of my/our Ordinary Shares of £0.001 each in the capital of the Company as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at Milton Park Innovation Centre, 99 Park Drive, Milton Park, Abingdon OX14 4RY, UK at 10.00 am on 28 November 2024 and at every adjournment thereof. I/We request such proxy to vote on the following resolutions as indicated below (see note 2).

RESOLUTIONS	FOR	AGAINST	VOTE WITHHELD
1. THAT the audited accounts for the Company for the year ended 31 May 2024, together with the Directors' Report and Auditors' Report, be received			
2. THAT Ian Lankshear be re-appointed as a director of the Company			
3. THAT Mark Hodgkins be re-appointed as a director of the Company			
4. THAT Kristoff Rademan be re-appointed as a director of the Company			
5. THAT Janet Collyer be re-appointed as a director of the Company			
6. THAT David Tilston be re-appointed as a director of the Company			
7. THAT Wasim Ahmed be re-appointed as a director of the Company			
8. THAT UHY Hacker Young LLP be re-appointed as auditor of the Company			
9. THAT the audit committee be authorised to determine the Auditor's remuneration			
10. THAT the directors are authorised to allot shares			
SPECIAL RESOLUTIONS			
11. THAT the Directors be empowered to issue shares for cash free from statutory pre-emption rights			
12. THAT, if resolution 10 is passed, the Directors be authorised, in addition to any authority granted under that resolution, to allot equity securities for cash under the authority given by that resolution			
13. THAT the company be authorised to purchase its own shares			

Signature Dated2024

Do you intend to attend the meeting despite appointing a proxy?YES / NO

Notes:

1. Members are entitled to appoint one or more proxies to exercise all or any of his or her rights to attend, to speak and vote at the meeting. A proxy need not be a shareholder of the Company. If you wish to appoint a person other than the Chair, then insert his or her name and delete the words "the chairperson of the meeting or". If you do not indicate clearly on the proxy form as to how you wish the chairperson of the meeting to vote, the proxy may use his or her discretion in relation to the resolution being put before the meeting.
2. Please indicate how you wish your proxy to vote on the resolutions by inserting 'X' in the appropriate space.
3. A shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. If you wish to appoint multiple proxies, please contact Equiniti to request a further Form of Proxy or you can photocopy this form.
4. Completion of this Form of Proxy does not preclude a member from subsequently attending, speaking and voting at the meeting in person if he or she so wishes.
5. All Forms of Proxy must be signed and should be returned to Equiniti.
6. In the case of a corporation, the proxy must be under its common seal (if any) or the hand of its duly authorised agent or officer. In the case of an individual, the proxy must be signed by the appointor or his agent, duly authorised in writing.
7. In the case of joint holders the signature of only one of the joint holders is required but, if more than one votes, the vote of the first named on the register of members will be accepted to the exclusion of other joint holders.
8. In order to be valid an appointment of proxy must be returned (together with any authority under which it is executed or a copy of the authority certified notarially or in some other way approved by the directors) by one of the following methods:
 - a. in hard copy form by post to the Company's Registrars, Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA; or
 - b. in the case of CREST members, by utilising CREST electronic proxy appointment service in accordance with the procedures set out in the notice of meeting and the CREST manual on the Euroclear website (www.euroclear.com), and in each case must be received by the Company not less than 48 hours before the time of the meeting; or
 - c. if you are an institutional investor you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged by 10.00 am on 26 November 2024 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.
9. Only persons entered on the register of members of the Company at 6.30 pm on the 26 November 2024 (or, if the meeting is adjourned, at 6.30 pm on the date which is two days prior to the adjourned meeting) shall be entitled to vote at the meeting or adjourned meeting. Changes to entries on the register after this time shall be disregarded in determining the rights of persons to attend or vote (and the number of votes they may cast) at the meeting or adjourned meeting.
10. Please note that the Company takes all reasonable precautions to ensure no viruses are present in any electronic communication it sends out but the Company cannot accept responsibility for loss or damage arising from the opening or use of any email or attachments from the Company and recommends that the shareholders subject all messages to virus checking procedures prior to use. Any electronic communication received by the Company, including the lodgement of an electronic proxy form, that is found to contain any virus will not be accepted.
11. You may not use any electronic address provided in the form of proxy to communicate with the Company for any purposes other than those expressly stated.
12. The summaries of the resolutions are for guidance only. You are advised to read the accompanying circular and notice of meeting carefully.