

GENINCODE PLC (the “Company”)

FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING ON 30 JUNE 2023

I/we (name in full)of

(address)

the undersigned being a member/members of the Company hereby appoint the Chairman of the meeting or (see Note 1)

Number of shares (see Notes 3 and 4)

as my/our proxy to attend, vote and speak for me/us on my/our behalf at the Annual General Meeting of the Company to be held on 30 June 2023 at 2:00 p.m. at 6,7,8 Tokenhouse Yard, London EC2R 7AS and at any adjournment thereof.

Please indicate here with an X if this Form of Proxy is one of multiple instructions being given (see Note 3).

I/we direct my/our proxy to vote on the resolutions set out in the notice convening the General Meeting as follows (see Note 2):

RESOLUTIONS	FOR	AGAINST	WITHHELD (SEE NOTE 5)
1. To receive and adopt the Annual Financial Statements for the year ended 31 December 2022.			
2. To approve the Directors Remuneration Report for the year ended 31 December 2022.			
3. To re-appoint Matthew Walls as a director.			
4. To re-appoint Jordi Puig as a director.			
5. To re-appoint Paul Foulger as a director.			
6. To re-appoint William Rhodes as a director.			
7. To re-appoint Sergio Olivero as a director.			
8. To re-appoint Huon Gray as a director.			
9. To re-appoint Felix Frueh as a director.			
10. To re-appoint Jeffrey's Henry LLP as auditor.			
11. To authorise the directors to fix the auditor's remuneration.			
12. To grant authority to the directors to allot equity securities (subject to limits and restrictions).			
13. To disapply the statutory pre-emption rights in relation to shares allotted pursuant to resolution 12, (subject to limits and restrictions).			
14. To disapply the statutory pre-emption rights in relation to shares allotted pursuant to resolution 12 for acquisitions and capital investments (subject to limit and restrictions).			

Signature

Date

To be valid, the Form of Proxy and any additional Forms of Proxy must be lodged with Link Group at Link Group, PXS 1, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL by 2.00 p.m. on Wednesday 28 June 2023.

Notes

- Shareholders are encouraged to appoint the Chairman as proxy. A proxy need not be a member of the Company but must attend the meeting in person to represent you.
- To direct your proxy how to vote on the resolutions, please mark the appropriate box with an X. Except as otherwise indicated your proxy may vote or abstain from voting as he/she sees fit.
- You may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to different shares. You may not appoint any more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you should photocopy the Form of Proxy. On each Form of Proxy, please indicate in the box next to the proxy holder's name, the number of shares in relation to which you authorise them to act as your proxy. Please also indicate by marking the box if the proxy instruction is one of multiple instructions being given. The total number of shares entered on all the Forms of Proxy which you submit must not exceed the number of shares you hold in the Company. All forms must be signed and should be returned together in the same envelope.

You are advised to read the terms and conditions of use carefully. To be valid, all Forms of Proxy and additional Forms of Proxy must be signed and should be returned to Link Group, PXS 1, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL by 2.00 p.m. on Wednesday 28 June 2023.

- If no number of shares is entered, the proxy will be authorised to act on your behalf in relation to your entire shareholding in the Company.
- The vote withheld option is provided to enable you to abstain on any particular resolution. It should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of votes For or Against a resolution. If no voting indication is given, your proxy will vote or abstain from voting at his discretion.
- A Form of Proxy for a body corporate must be either signed by a duly authorised officer or attorney of such body or executed under its common seal.
- Only one of the joint holders need sign. If more than one joint holder tenders a vote in person or by proxy, the vote of the person whose name stands first in the register will be accepted to the exclusion of the votes of the other joint holders.

CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST manual www.euroclear.com. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent **Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL** no later by 2.00 p.m. on Wednesday 28 June 2023

Please see the notes to the notice of meeting for further information on proxy appointments through the CREST facility.

- You may not use any electronic address provided in this Form of Proxy to communicate with the Company for any purposes other than those expressly stated.
- Completion of this Form of Proxy will not preclude you from attending and voting in person at the meeting should you so wish.
- CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual (available via www.euroclear.com).

CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (Euroclear) specifications and must contain the information required for such instructions, as described in the CREST Manual.

The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent Link Group by the latest time(s) for receipt of proxy appointments specified above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of CREST by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Business Reply Plus
Licence Number
RUCA-ESGL-RSXY



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