



# TIRUPATI GRAPHITE PLC

## Form of Proxy

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

I/We .....  
(Full name in Block Letters)

of .....  
(Full address)

being the registered shareholder(s) of \_\_\_\_\_ ordinary shares in the share capital of Tirupati Graphite plc (the "Company"), hereby appoint

.....of.....or,

failing him/her\*, the Chairman of the Meeting (see Note 3) to act as my/our\* proxy to attend and vote on my/our\* behalf at the General Meeting of the Company to be held at the offices of Bird & Bird LLP at 12 New Fetter Ln, London EC4A 1JP, the details of which are set out in the circular notice on Thursday 28 October 2021 at 10.15 a.m. or at any adjournment thereof.

I/We\* direct my/our\* proxy to vote as follows:

\* Please indicate with an 'X' in the spaces below how you wish your vote to be cast. If no indication is given your proxy will vote for or against the resolutions or abstain from voting as he or she thinks fit.

<b>ORDINARY RESOLUTION:</b>	<b>For</b>	<b>Against</b>	<b>Votes withheld</b>
1. That the waiver granted by the Panel on Takeovers and Mergers of the obligation that would otherwise arise under Rule 9 of the City Code on Takeovers and Mergers (the "Takeover Code") as mentioned in the notice, be and is hereby approved.			

Dated .....2021 Signed.....

Full name(s) in which shares are registered:

.....

Once completed please send or deliver this form to our company secretary, London Registrars Ltd at Suite A, 6 Honduras Street, London EC1Y 0TH, United Kingdom in hard copy form, by hand or by post.

**Your board recommends that you vote in favour of all the above resolutions.**



## TIRUPATI GRAPHITE PLC

### NOTES:

1. To appoint as a proxy a person other than the Chairman of the meeting insert the full name in the space provided. A proxy need not be a member of the Company. You can also appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by you.

The following options are available:

- 1.1 To appoint the Chairman as your sole proxy in respect of all your shares, simply fill in any voting instructions in the appropriate box and sign and date the Form of Proxy; or
  - 1.2 To appoint a person other than the Chairman as your sole proxy in respect of all your shares, delete the words 'the Chairman of the meeting (or)' and insert the name and address of your proxy in the spaces provided. Then fill in any voting instructions in the appropriate box and sign and date the Form of Proxy.
  - 1.3 To appoint more than one proxy, please sign and date the Form of Proxy and attach a schedule listing the names and addresses (in block letters) of all of your proxies, the number of shares in respect of which each proxy is appointed (which, in aggregate, should not exceed the number of shares held by you) and indicating how you wish each proxy to vote or abstain from voting. If you wish to appoint the Chairman as one of your multiple proxies, simply write 'the Chairman of the Meeting'.
2. Unless otherwise indicated the proxy will vote as he thinks fit or, at his discretion, abstain from voting.
  3. In the case of:
    - 3.1 an individual, this proxy form must be signed by the relevant member appointing the proxy or a duly appointed attorney on behalf of such member; and
    - 3.2 a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or duly appointed attorney for the company.
  4. To appoint a proxy using this form, the form must be:
    - 4.1 completed and signed;
    - 4.2 sent or delivered to our company secretary, London Registrars Ltd at Suite A, 6 Honduras Street, London EC1Y 0TH, United Kingdom in hard copy form, by hand or by post; and
    - 4.3 received at the registered office no later than 48 hours before the time appointed for the meeting, or adjourned meeting, at which it is to be used for clarity we must have your proxy form on or before 26 October 2021 at 10:15 a.m.
  5. The Form of Proxy is for use in respect of the shareholder account specified above only and should not be amended or submitted in respect of a different account.
  6. The 'Vote Withheld' option is to enable you to abstain on any particular resolution. Such a vote is not a vote in law and will not be counted in the votes 'For' and 'Against' a resolution.
  7. In the case of joint holders:
    - 7.1 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; and
    - 7.2 the vote of the most senior holder who tenders a vote (whether in person or by proxy) shall be accepted to the exclusion of the votes of all other joint holders. 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).
  8. Shares held in uncertified form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
  9. Completion and return of the Form of Proxy will not preclude you from attending and voting in person at the Meeting should you subsequently decide to do so.
  10. See the Notes set out in the notice convening the Annual General Meeting for further guidance in submitting the Form of Proxy.