

Business Reply Plus
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PXS 1
34 Beckenham Road
BECKENHAM
BR3 4ZF

MS INTERNATIONAL plc

Proxy for use at Annual General Meeting

I/We
(BLOCK LETTERS PLEASE)

of
a member(s) of MS INTERNATIONAL plc HEREBY APPOINT *the Chairman of the Meeting or:

as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company convened for 10th August, 2020 at 12 noon and at every adjournment thereof.
AS WITNESS my/our hand(s) this day of 2020

Signed:.....

Please indicate with an "X" in the appropriate spaces below against each resolution how you wish your vote to be cast; on receipt of the form duly executed and in the absence of any specific direction, your proxy will vote as he thinks fit or abstain from voting.

RESOLUTIONS TO BE PROPOSED	FOR	AGAINST
1. To receive the Company's annual accounts and directors' and auditors' reports for the period ended 30th April, 2020.		
2. To approve the directors' remuneration report for the period ended 30th April, 2020.		
3. To declare a final dividend of 1.75p per Ordinary share of 10p each.		
4. To re- elect as a director of the Company, Michael O'Connell.		
5. To reappoint Roger Lane-Smith as a non-executive director of the Company.		
6. To reappoint David Hansell as a non-executive director of the Company.		
7. To reappoint Grant Thornton UK LLP as auditor of the Company.		
8. To authorise the directors to determine the remuneration of the auditor.		
9. Special Resolution – To authorise market purchases of shares.		
10. Special Resolution – That a general meeting of the Company (other than an annual general meeting) may be called on not less than 14 clear days notice.		

Please tick the box to indicate if this proxy instruction is one of multiple instructions

NOTES:

1. The Company advises that no shareholders must attend the Annual General Meeting in person and any shareholder seeking to attend the meeting will be refused entry as the attendance of any additional shareholders would potentially breach the UK Government's current guidelines on public gatherings.
2. Shareholders are encouraged to exercise their vote on the resolutions set out in the Notice of Annual General Meeting by submitting a form of proxy.
3. If you indicate that you want your vote withheld, your proxy may abstain from voting and therefore there is no vote at law to be counted in the calculation of the proportion of votes for and against the resolution.
4. If a member is a corporation, this form of proxy must be executed under its common seal or by the signature of an officer or attorney duly authorised in writing.
5. In the case of joint holders, the signature of any one holder will be sufficient, but the names of all joint holders should be stated, and the vote of the senior holder who tenders a vote will be accepted to the exclusion of the vote(s) of other joint holder(s), seniority being determined by the order in which the names stand in the register of members of the Company.
6. In order to be valid, this form of proxy, duly executed together with any power of attorney or other authority under which it is signed, or a notariately certified or office copy of such power or authority, must be lodged at the Company's Registers no later than noon on 6th August, 2020.
7. Any alterations made in this form of proxy must be initialled.