

Chariot Limited

General Meeting to be held on 2 August 2023 at 11.00 a.m.

Form of Proxy

Please print clearly in BLACK INK and in BLOCK CAPITALS. Please read the NOTES below before completing this Form of Proxy.

Name (full):

Address (full):

.....Postcode:

I/We the above mentioned shareholder(s) of Chariot Limited (the "Company") hereby appoint

Name (full):

Address (full):

.....Postcode:

or failing him/her the Chairman of the General Meeting (the "GM" or the "Meeting") (note that a proxy need not be a member of the Company but must attend the Meeting in person) as my/our proxy to vote in my/our name(s) and on my/our behalf to attend, speak and vote on my/our behalf at the GM of the Company which will be held at the offices of Memery Crystal, 165 Fleet Street, London EC4A 2DY London, on 2 August 2023 at 11.00 a.m. and at any adjournment thereof.

I/We direct my/our proxy to vote on the following resolutions (the "Resolutions") as I/we have indicated by marking the appropriate box with an "X". If no indication is given, my/our proxy will vote or abstain from voting at his/her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he/she thinks fit in relation to any other matter which is properly put before the meeting.

Ordinary Resolution	FOR	AGAINST	WITHHELD
1. To authorise the Directors of the Company to exercise all powers of the Company to allot relevant securities up to the aggregate nominal amount of £1,062,465.64 (being 106,246,564 Ordinary Shares of one penny each) ("Ordinary Shares") in addition to and without prejudice to any previous authority given to the Directors, such authority to expire on the date falling 12 months from the date of the passing of this Resolution in accordance with Article 3.5 of the Company's Articles of Incorporation ("Articles").			
Special Resolution			
2. Subject to Resolution 1 being passed, to empower the Directors to allot equity securities in accordance with Article 3.7 of the Articles as if Article 3.6(a) of the Articles did not apply provided that such power be limited to the allotment of 106,246,564 Ordinary Shares issued pursuant to or in connection with the authority in Resolution 1, such authority to expire on the date falling 12 months from the date of the passing of this Resolution.			

Shareholder signature Dated2023

Notes

- Shareholders are urged to complete and return the enclosed Form of Proxy as soon as possible.
- A member of the Company entitled to attend and vote at the meeting convened by the notice set out above is entitled to appoint a proxy to attend, speak and vote in their place. A proxy may demand, or join in demanding, a poll. A proxy need not be a member of the Company.
- Pursuant to Regulation 41 of the Uncertificated Securities (Guernsey) Regulations 2009, the Company gives notice that only those shareholders entered on the relevant register of members (the "Register") for certificated or uncertificated shares of the Company (as the case may be) as at close of business on 31 July 2023 (the "Specified Time") will be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at the time. Changes to entries on the Register after the Specified Time will be disregarded in determining the rights of any person to attend or vote at the meeting. Should the meeting be adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned meeting. Should the meeting be adjourned for a longer period then, to be so entitled, members must be entered on the Register at close of business two days before the time fixed for the adjourned meeting or, if the Company gives notice of the adjourned meeting, at the time specified in the notice.
- An instrument for the purposes of appointing a proxy is enclosed. To be valid, the instrument and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of authority, must be received by Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL no later than 11.00 a.m. on 31 July 2023 or not less than 48 hours (excluding any day that is not a Business Day) before the time appointed for holding any adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, before the time appointed for taking the poll and, in default, the instrument shall not be treated as valid.
- Completion of the instrument appointing a proxy does not preclude a member from subsequently attending and voting at the meeting in person if he/she so wishes.

How to appoint a Proxy or Corporate representative to submit a proxy vote

- A proxy does not need to be a member of the Company but must attend the meeting to represent you. If you sign and return the Form of Proxy with no name inserted in the box, the Chairman of the Meeting will be deemed to be your proxy.
- Please indicate above how you wish your votes to be cast in respect of each resolution by placing an "X" (or entering the number of shares which you are entitled to vote) in the appropriate box of the Form of Proxy. If you sign the Form of Proxy and return it without an indication of how your proxy will vote on any particular matter, your proxy will exercise their discretion as to whether and, if so, how he votes and he may also vote on any other business (including any amendments to the Resolutions) which may be properly conducted at the General Meeting. A vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes for and against each resolution.
- In the case of joint holders, 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 relevant register of members in respect of the joint holding (the first named being the most senior).
- In the case of a corporation, the Form of Proxy should either be given under the corporation's common seal or signed for and on its behalf by a duly authorised officer or attorney of the corporation.

Upon completing the Form of Proxy, please sign it and return it to Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL. The Form of Proxy must be received by Link Group by no later than 11.00 a.m. on 31 July 2023 or not less than 48 business hours before the time appointed for holding any adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, before the time appointed for taking the poll, together with such power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority.

Business Reply Plus
Licence Number
RUCA-ESGL-RSXY



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