



Form of Proxy AGM 2022

For use at the Annual General Meeting

To be held at the offices of
Travers Smith LLP, 10 Snow Hill, London, EC1A 2AL, United Kingdom,
on Tuesday 25 January 2022 at 10.00 a.m.

Voting ID Task ID Shareholder Reference Number

I/We being a holder/holders of ordinary shares of Auction Technology Group plc (the "Company") and entitled to vote at the Annual General Meeting hereby appoint: Chairman of the Meeting ; or

Name of proxy No. of shares authorised

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement on my/our behalf at the Meeting to be held at 10.00 a.m. on Tuesday 25 January 2022 and at any adjournment thereof.

This Form of Proxy is to vote on the resolutions detailed below. Please indicate with an "X" in each case how you wish the proxy to vote on your behalf or if you wish them to abstain from voting. In the absence of any such indication and in relation to any other business arising at the Meeting the proxy will vote or withhold your vote at his or her discretion.

Please tick here if this proxy appointment is one of multiple appointments being made*.

* For the appointment of more than one proxy, please refer to the notes overleaf.

Ordinary resolutions	For	Against	Withheld	Ordinary resolutions	For	Against	Withheld
1. To receive the Annual Report and Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. To authorise the Directors to fix the Auditor's remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. To authorise the Company to make political donations and incur political expenditure	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the Directors' Remuneration Policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. To authorise the Directors to allot shares or grant subscription or conversion rights under section 551 Companies Act 2006	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To approve the Employee Stock Purchase Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Special resolutions			
5. To re-elect Breon Corcoran	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. To disapply statutory pre-emption rights under section 570 Companies Act 2006	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect John-Paul Savant	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. To further disapply statutory pre-emption rights in connection with an acquisition or specified capital investment	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Tom Hargreaves	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17. To authorise the Company to make market purchases of its own ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Scott Forbes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18. To permit general meetings to be called on 14 clear days' notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Morgan Seigler	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
10. To elect Pauline Reader	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
11. To re-appoint Deloitte LLP as Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

Please see notes on completion and use overleaf.

Signature Date

Please ensure when posting this form that both the Admittance Card and proxy notes are detached and retained for your use.

Shareholder Admittance Card 2022

For use at the Annual General Meeting of Auction Technology Group plc

To be held at the offices of Travers Smith LLP, 10 Snow Hill, London, EC1A 2AL, United Kingdom, on Tuesday 25 January 2022 at 10.00 a.m.

Attendance at the Meeting – admittance card

If you intend to be present at the Annual General Meeting, please sign this card and present it at the registration desk on arrival in order to assist admittance procedures. If you appoint a proxy, it is not necessary to hand this card to your proxy.

Signature

Date

Shareholder reference number

NOTICE OF AVAILABILITY – Important; please read carefully

You can now access the Company's Annual Report and Accounts for the year ended 30 September 2021 and Notice of Annual General Meeting on our website at www.auctiontechnologygroup.com/investors. You can submit your proxy online at www.sharevote.co.uk using the details on the form of proxy. You are advised to read the full Notice of Annual General Meeting before deciding how to vote. It is also recommended that you read the full Annual Report and Accounts 2021.

If you would like to receive this notification by email in future, please visit www.shareview.co.uk and register an electronic preference. Should you wish to change your instructions and revert to receiving printed copies of future shareholder documents, please write to Equiniti at Aspect House, Spencer Road, Lancing BN99 6DA.

Form of Proxy (the “Form”) – notes on completion and use

1. Full details of the resolutions to be proposed at the AGM (the “Meeting”), with explanatory notes, are set out in the Notice of Meeting (the “Notice”).
2. A shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to exercise all or any of his/her rights to attend and speak and vote at the Meeting in his/her place. A shareholder so entitled 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.
3. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Registrar on 0371 384 2030 (UK) or +44 (0) 121 415 7047 from outside the UK. Lines are open 8.30 am to 5.30 pm Monday to Friday (excluding Public holidays in England and Wales). Alternatively, you may photocopy the Form. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
4. The appointment of a proxy will not prevent a shareholder from subsequently attending and voting at the Meeting in person.
5. Shareholders who wish to appoint a proxy other than the Chairman of the Meeting should insert that proxy’s name in the space provided. A proxy need not be a member of the Company. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder’s name the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this Form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
6. The “Vote Withheld” option is provided to enable the appointor to withhold his/her vote on any particular resolution. It should be noted that a withheld vote is not considered to be a vote in law and will not be counted in the proportion of votes “For” and “Against” a resolution.
7. This Form (i) in the case of an individual, must either be signed by the appointor or his/her attorney; and (ii) in the case of a corporation, must be either given under its common seal or be signed on its behalf by an attorney or a duly authorised officer of the corporation. Where an appointment of a proxy is signed on behalf of the appointor by an attorney, the power of attorney or a copy thereof must (failing previous registration with the Company) be submitted to the Company, failing which the appointment may be treated as invalid.
8. To be effective, this Form, together with any power of attorney or other authority under which it is executed (or a duly certified copy of any such power of authority), must either be sent to the Company’s Registrars, Equiniti Limited, of Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA so as to arrive no later than 10.00 a.m. on Friday 21 January 2022 or, if the Meeting is adjourned, 48 hours before the time fixed for the adjourned Meeting.
9. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the Meeting, and the number of votes which may be cast at the Meeting, will be determined by reference to the Company’s register of members at 6.30 pm on Friday 21 January 2022 or, if the Meeting is adjourned, at 6.30 pm on the day two days before the day fixed for the adjourned Meeting (as the case may be). In each case, changes to the register of members after such time will be disregarded in determining the rights of any person to attend and vote at the Meeting.
10. In the case of joint holders, only one need sign this Form but, if more than one holder votes, the vote of the senior holder who tenders a vote will be accepted to the exclusion of the other joint holders. For this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
11. Any proxy appointed pursuant to this Form will vote as indicated by this Form. In the absence of any specific direction, the proxy will vote (or abstain from voting) at his or her discretion. For any other business arising at the Meeting, including any proper procedural resolution not listed on the Notice, the proxy will vote at his/her discretion.
12. Proxies may also be appointed electronically by visiting www.sharevote.co.uk and using the Voting ID, Task ID & Shareholder Reference noted at the top of the Proxy Form or, for CREST participants, via the CREST electronic proxy appointment service. Please refer to Notes 12 to 15 in the Notice of Meeting. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer’s agent (ID number RA19) not later than 48 hours before the time (as determined by the timestamp generated by the CREST system) from which the issuer’s agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
13. Any alterations to this Form must be initialled by the person who signs it.