

AGRONOMICS LIMITED – FORM OF PROXY



To be used for the Annual General Meeting of the above-named company to be held at The Claremont Hotel, 18-19 Loch Promenade, Douglas, Isle of Man IM1 2LX, British Isles on 08 February 2024 at 10.00 am to transact the following business:

I/We¹

(BLOCK CAPITALS PLEASE)

of

(ADDRESS)

being members(s) of the above-named Company, hereby appoint the Chairman of the Meeting or²

(BLOCK CAPITALS PLEASE)

of

(ADDRESS)

or Denham Eke, Director, as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held on 08 February 2024 and at any adjournment hereof:

I/We direct my/our proxy vote in respect of the Resolutions to be proposed at such Annual General Meeting in the following manner³:

	ORDINARY RESOLUTIONS	FOR	AGAINST	WITHHELD
1	THAT the Directors' Report, Auditors' Report and the Audited Financial Statements of the Company for the year ended 30 June 2023 be received and adopted.			
2	THAT Marisa Drew be re-elected as a Director of the Company.			
3	THAT Jim Mellon be re-elected as a Director of the Company.			
4	THAT KPMG Audit LLC Isle of Man, who have indicated their willingness to continue in office, be re-appointed as Auditors of the Company for the year to 30 June 2024.			
5	THAT the Directors be authorised to determine the remuneration of the Auditors.			
6	THAT the Directors be and are hereby generally and unconditionally authorised (in substitution for all previous authorities conferred upon the Directors) to exercise all or any of the powers of the Company to allot and issue or grant rights to subscribe for up to 993,154,244 ordinary shares of £0.000001 par value each in the Company (" Shares ") plus any shares issued by the Company pursuant to exercise of options and/or warrants held by employees, management or other advisers as at the date of the resolution (" Excluded Securities ") to such persons at such times and generally on such terms and conditions as the Directors may determine (the " Allotment Shares ") PROVIDED THAT the authority and power granted by this Resolution shall expire at the conclusion of the next annual general meeting.			

	SPECIAL RESOLUTIONS	FOR	AGAINST	WITHHELD
7	THAT shares may be purchased, redeemed or otherwise acquired by the Company for any consideration, provided that such purchase or redemption does not contravene section 60 of the Isle of Man Companies Act 2006 or the solvency test as set out in section 49 of the Isle of Man Companies Act 2006, as per Article 6 of the Memorandum and Articles of Association of the Company.			
8	THAT, subject to and conditional upon the passage of Resolution 6 above, and in substitution for all existing and unexercised authorities and powers, the Directors be and are hereby generally and unconditionally authorised to allot and issue Allotment Shares and any Excluded Securities without first offering them to existing shareholders in proportion to their respective Shares PROVIDED THAT this authority and power shall be limited to the allotment and issue of up to an aggregate amount of 993,154,244 Allotment Shares plus Excluded Securities, the authority and power granted by this Resolution shall expire at the conclusion of the next annual general meeting.			

Signature _____

Dated _____

NOTES:

- Full names(s) and address(es) to be inserted in BLOCK CAPITALS. The name of all joint holders should be stated.
- If you wish to appoint a person other than the Chairman of the Meeting as your proxy please delete the words "the Chairman of the Meeting" and print the name and address of the person you wish to appoint in the space provided.
- Please indicate with an "X" in the appropriate space beside the resolution how you wish your proxy to vote on your behalf on a poll. Except as otherwise instructed, your proxy will exercise his discretion as to how he votes or whether he abstains from voting.
- This form of proxy must be signed by the member or his attorney duly authorised in writing, or if the appointer is a corporation the form of proxy must be executed under the hand of an officer of the corporation duly authorised on their behalf.
- A member entitled to attend and vote is entitled to appoint one or more parties to attend and, on a poll, to vote instead of him. A proxy need not also be a member. In the case of joint holders, if more than one such joint holder is present, only the person whose name stands first in the Register of Members in respect of the relevant joint holding will be entitled to vote, whether in person or by proxy.
- This form of proxy and any authorisations of corporate representatives should be completed and lodged at Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL no later than 48 hours before the date appointed for holding the meeting together with the power of attorney or other authority (if any) under which it is signed, or a copy, certified by a notary, of such power or authority. A member entitled to attend and vote, or an individual appointed by proxy or proxies or power of attorney on behalf of a member entitled to attend and vote, will be required to show photographic identification and must be able to produce suitable documentary evidence to prove beyond reasonable doubt his entitlement to attend and vote.