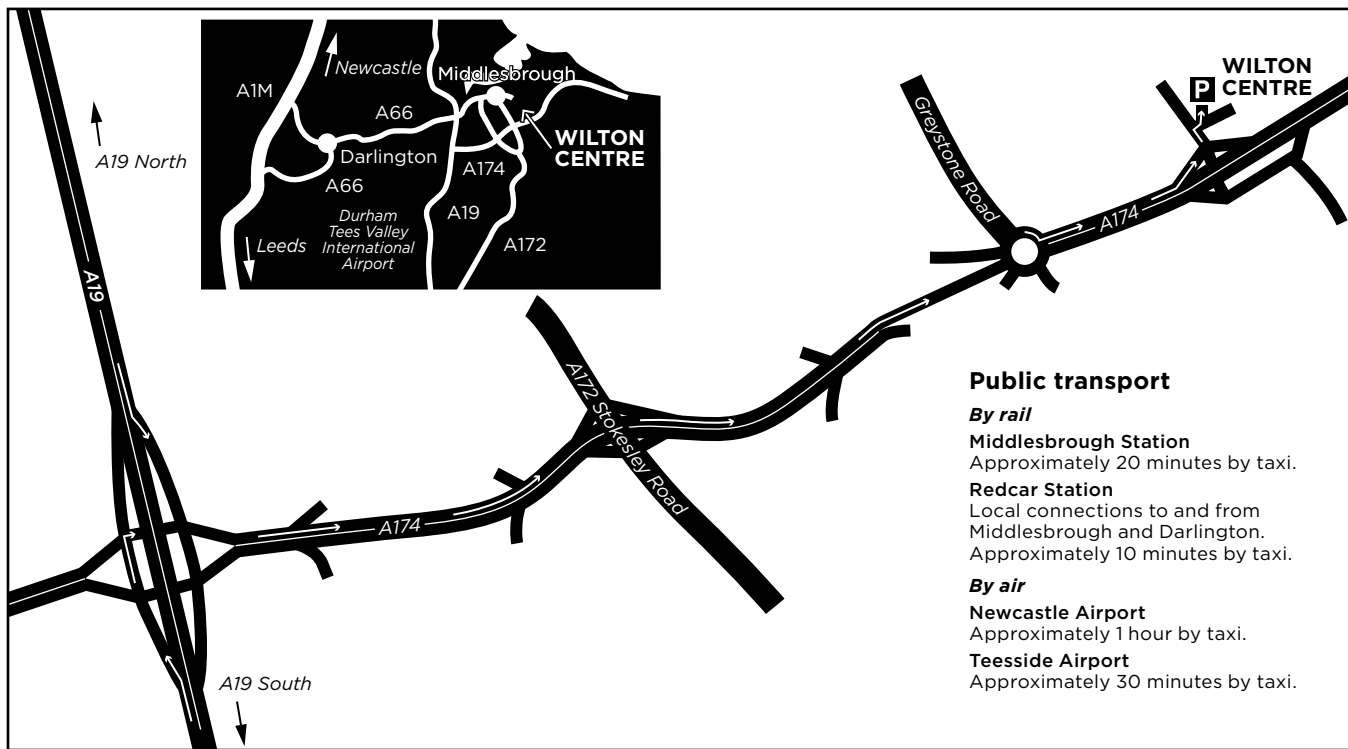


# Annual General Meeting – Proxy form

Applied Graphene Materials plc (the Company)  
 (incorporated in England and Wales with registered number 08708426)

Before completing this form, please read the explanatory notes overleaf.



I/We, (block capitals) ..... of .....  
 being a member of the Company, appoint the Chairman of the meeting or (see note 3)

.....  
 as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held at 11am on Tuesday 20 December 2016 at The Farndale Room, The Wilton Centre, Redcar, Cleveland TS10 4RF and at any adjournment of the meeting.

I/We direct my/our proxy to vote on the following 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 or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting (see note 6).

## Resolutions (\*Special resolution)

	For	Against	Vote withheld
1. To receive the Company's financial statements and the Directors' and auditors' reports for the financial year ended 31 July 2016.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
2. To re-appoint M S Christie as a Director of the Company.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
3. To re-appoint J P Mabbitt as a Director of the Company.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
4. To re-appoint PricewaterhouseCoopers LLP as auditors of the Company.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
5. To authorise the Directors to fix the auditors' remuneration.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
6. To authorise the Directors to make certain allotments of equity securities.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
7. To empower the Directors to allot equity securities in certain circumstances as if Section 561 of the Companies Act 2006 did not apply.*	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

Mark this box with an "X" if you are appointing more than one proxy (see note 4):

Leave blank to authorise your proxy to act in relation to your full entitlement or enter the number of shares in relation to which your proxy is authorised to vote (see note 5):

**Any shareholder or proxy intending to attend the Annual General Meeting is advised to arrive early and well before 11am, in order to allow time to pass through The Wilton Centre's security and admission procedures.**

Signature ..... Date .....

Notes:

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes and the notes to the notice of meeting.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you may photocopy this form, indicating on each copy the name of the proxy you wish to appoint and the number of shares in respect of which the proxy is appointed. All forms must be signed and should be returned together to the Company's registrars in the same envelope.
5. If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of shares in the space provided. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or, if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
6. To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
7. To appoint a proxy using this form, the form must be completed and signed, and sent by post to the Company's registrars using the business reply address on the form, or in an envelope addressed to Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF, or delivered by hand to the Company's registrars, Capita Asset Services, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, during normal business hours and received not less than 48 hours before the time for holding the meeting.
8. In the case of a member which is a corporation, this proxy form must be executed under its common seal or signed on its behalf by a duly authorised officer or an attorney.
9. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
10. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent (ID: RA10) not less than 48 hours before the time for holding the meeting. See the notes to the notice of meeting for further information on proxy appointment through CREST.
11. In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names of the holders stand in the Company's Register of Members in respect of the joint holding.
12. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
13. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.
14. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.



Business Reply Plus  
Licence Number  
RLUB-TBUX-EGUC



PXS 1  
34 Beckenham Road  
Beckenham  
BR3 4ZF

