

# Form of Proxy

# Focusrite Plc

(the 'Company')

I/We (name in full) \_\_\_\_\_  
 (BLOCK LETTERS PLEASE)

of \_\_\_\_\_  
 (ADDRESS)

being a member(s) of the Company hereby appoint the chairman of the meeting/or

in respect of all of my/our \_\_\_\_\_ ordinary shares of 0.1 pence each in the capital of the Company (see note 3) as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held by way of a closed meeting on Thursday 17 December 2020 at 12 noon and at every adjournment thereof. I/We request such proxy to vote on the following Resolutions as indicated below (see note 2):

Ordinary Resolutions	For	Against	Withheld
1. To receive financial statements of the Company for the year ended 31 August 2020 and the reports of the Directors of the Company and auditors thereon			
2. To declare a final dividend of 2.9 pence per ordinary share for the year ended 31 August 2020			
3. To re-elect Philip Dudderidge as a Director			
4. To re-elect Tim Carroll as a Director			
5. To re-elect Jeremy Wilson as a Director			
6. To re-elect Paul Dean as a Director			
7. To re-elect David Bezem as a Director			
8. To re-elect Naomi Climer as a Director			
9. To reappoint KPMG LLP as auditors to the Company to hold office from the conclusion of the AGM until the conclusion of the next AGM and to authorise the Directors to determine the auditors' remuneration			
10. To authorise the Directors to allot shares pursuant to section 551 of the Companies Act 2006 (the 'Act')			
<b>Special Resolutions</b>			
11. To authorise the Directors to disapply pre-emption rights pursuant to section 570 of the Act (general authority)			
12. To authorise the Directors to disapply pre-emption rights pursuant to section 570 of the Act (additional authority for the purpose of acquisitions or specified capital investments)			
13. To authorise the Company to make market purchases of its own shares			
14. To adopt new articles of association			

Please indicate by ticking the box if this proxy appointment is one of multiple appointments being made

## Notes

1. To be entitled to attend and vote at the meeting or any adjournment (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members by 6.30 p.m. on 15 December 2020. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
2. Please indicate with an 'X' in the appropriate boxes how you wish the proxy to vote. The proxy will exercise his discretion as to whether, and if so how, he will vote (i) on the Resolution referred to above if no instruction is given in respect of that Resolution; and (ii) on any business or Resolution considered at the meeting other than the Resolution referred to above. The 'Withheld' option is provided to enable you to abstain on the Resolution. However, 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' a Resolution.
3. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder 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. A proxy need not be a shareholder of the Company but must attend the meeting to represent you.
4. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the Form of Proxy is one of multiple instructions being given. All forms should be signed and returned in the same envelope.
5. To be effective, the relevant Form of Proxy must be completed and lodged with the Company's registrars, Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA no later than 12 noon on 15 December 2020, being 48 hours before the time of the meeting.
6. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
7. In the case of joint holders only one need sign this form, but the names of the other joint holders should be shown in the space provided. The vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. Seniority will be determined by the order in which the names of the holders appear in the Register of Members in respect of the joint holding.
8. Deposit of a Form of Proxy does not preclude you from attending and voting in person at the meeting or at any adjournment thereof should you subsequently decide to do so. However, please note the current restrictions on attendance at the AGM in person.
9. If a proxy other than the chairman of the meeting is preferred, please enter the name of your proxy in the space provided and delete the words 'the chairman of the meeting/or'.
10. To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer's agent RA19 by not less than 48 hours before the time appointed for the holding of the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST personal members or other CREST sponsored members, and those CREST members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings please refer to the CREST Manual. We 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. In any case your Form of Proxy must be received by the Company's registrars no less than 48 hours before the time appointed for the holding of the meeting.
11. Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST Manual (available at [www.euroclear.com](http://www.euroclear.com)).