

**UPPER THAMES HOLDINGS PLC**  
**(the “Company”)**  
**(Company Number: 107915)**  
**Proxy Form for the General Meeting**

I/We \_\_\_\_\_ (full name)  
 \_\_\_\_\_ (address)

a Member of Upper Thames Holdings Plc hereby appoint the Chairman of the meeting

Or failing him/her

\_\_\_\_\_ (full name)  
 \_\_\_\_\_ (address)

as my/our proxy to vote for me/us and on my/our behalf at the General Meeting of the Company to be held on the 26<sup>th</sup> day of March 2021 at Suite 16, Watergardens 5, Waterport Wharf, Gibraltar at 10:00 a.m. (CET), and at any adjournment thereof.

I/We direct my/our proxy to vote as follows in respect of the Resolution as to be proposed at the Meeting as indicated hereunder. If no specific direction as to voting is given or in the event of any item arising but not summarised below, my/our proxy may vote or abstain from voting at his/her discretion.

RESOLUTIONS.	To be used in the event of a poll	
	Number of Votes For*	Number of Votes Against*
1. THAT the name of the Company be changed to Valereum Blockchain Plc.		

\*If you wish to exercise all your votes “For” or “Against” please indicate with an “X” within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2021

Signature/Common Seal of Member

**NOTES:**

1. Please indicate how you wish to vote by marking an X opposite to the resolution.
2. A proxy need not be a member of the Company.
3. If this form is signed and returned without any indication as to how the proxy shall vote, he will exercise his discretion both as to how he votes and as to whether or not he abstains from voting.
4. In the case of joint holders of shares, the vote of the senior who tenders a vote whether in person or by proxy or by representative, shall be accepted to the exclusion of the votes of the other joint holders, and seniority shall be determined by the order in which the names of the holders stand in the share register of the Company.
5. A corporation’s form of proxy shall be executed pursuant to a resolution of its directors or any other managing body thereof.
6. If you wish to appoint one or more proxies to attend or vote other than the Chairman of the meeting, a space has been provided for his or her full name (in capitals). Please delete the reference to the Chairman and initial it.
7. This form of proxy, to be valid, must be lodged at the Company’s registered office Suite 16, Watergardens 5, Waterport Wharf, Gibraltar or Computershare Investor Services Plc, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom not less than forty-eight hours before the time appointed for the meeting or any adjournment thereof, together, if appropriate, with the power of attorney or other written authority, if any, under which it is signed (or a duly certified copy of such power) or, where the proxy has been signed by an officer on behalf of a corporation a duly certified copy of an authority under which it is signed. Any alterations made to this form should be initialled. Please contact Alan Gravett if you have any queries: [agravett@ams.gi](mailto:agravett@ams.gi)
8. The Company’s decision on the valid lodging of a proxy shall be final.