

NOTICE OF AVAILABILITY

The Notice of Annual General Meeting to which this Proxy Form relates and the Report and Accounts are available on the Company's website at www.cmlmicroplc.com

NOTES TO THE FORM OF PROXY

- Members should submit their votes via proxy by 11:30 am on 27 July 2020, and members are requested to appoint the Chairman as their proxy. If a member appoints someone else as their proxy, that proxy will not be able to attend the AGM in person or cast the member's vote.
- Members who are entitled to attend and vote at the AGM are entitled to appoint one or more proxies to exercise all or any of their rights to attend, speak and vote at the AGM. A proxy need not be a member of the Company but must attend the AGM to represent a member. In light of the circumstances this year, if a member wishes a proxy to speak on their behalf at the meeting, the member will need to appoint the Chairman of the AGM as their proxy and give their instructions directly to them.
- Please indicate with an X in the appropriate box how you wish your vote to be cast. Unless otherwise instructed the proxy will exercise his/her discretion as to whether, and if so how he/she will vote. Unless instructed otherwise, the proxy may also vote or abstain from voting as he or she thinks fit on any other business which may properly come before the meeting (including amendments to resolutions). You may appoint more than one proxy provided each proxy is appointed to exercise rights attaching 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 please contact the Registrars of the Company as detailed in note 4 below.
- This Form of Proxy must, in the case of an individual, be signed by the appointer or his/her attorney or, in the case of a corporation, be given under its common seal or signed on its behalf by an attorney or a duly authorised officer or, if it is subject to the Companies Act 2006 (as amended), in accordance with Section 44 thereof.
- To be valid this Form of Proxy and any power of attorney or other authority under which it is executed (or a duly notarised copy thereof) must be lodged with the Registrars of the Company, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD not later than 11:30 a.m. on 27 July 2020 or not less than 48 hours before the time appointed for the adjourned meeting at which it is to be used.
- 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 Neville Registrars Limited (CREST ID: 7RA11) by 11:30 a.m. (UK time) on 27 July 2020. See the notes to the Notice of Meeting for further information on proxy appointments through CREST.
- 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 and for this purpose seniority shall be determined by the order in which the names stand in the statutory register of members in respect of the share.
- Any alteration in this Form of Proxy must be initialled by the person in whose hand it is signed or executed.
- The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and is not counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.

IMPORTANT NOTICE RE COVID-19

In light of the UK Government's health advice in response to the COVID-19 outbreak, including to limit travel and public gatherings wherever possible, the Company encourages all Shareholders to submit their Form of Proxy, appointing the Chairman of the meeting as proxy, as Shareholders will not be permitted to attend the meeting in person.

Please complete and return this Form of Proxy to the Registrars of the Company at the address shown overleaf. Alternatively, if no address is shown overleaf please use the reply paid envelope provided. If documents are posted outside the United Kingdom, please return it in an envelope using the address shown in note 5 above and pay the appropriate postage charge.

CML Microsystems Plc

(Incorporated in England under the Companies Acts 1948 to 1967 No. 944010)

FORM OF PROXY

I/We _____ being (a) member(s) of the Company and entitled to vote at the Annual General Meeting, hereby appoint

(Please only complete if appointing someone other than the Chairman of the Meeting)

or failing him/her, the Chairman of the Meeting as my/our proxy, to attend, speak and vote for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on 29 July 2020 at CML Microsystems Plc, Oval Park, Langford, Maldon, Essex, CM9 6WG at 11:30 a.m. and at any adjournment thereof.

Resolutions (*Special Resolutions)

	FOR	AGAINST	WITHHELD		FOR	AGAINST	WITHHELD
1 To receive and adopt the Group's consolidated financial statements and the reports of the Directors and auditor for the year ended 31 March 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8 To authorise the directors to allot Relevant Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To receive and approve the Directors' Remuneration Report for the year ended 31 March 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9* To disapply pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To declare a final dividend of 2.0p per 5p ordinary share for the year ended 31 March 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10* To authorise the directors to allot equity securities pursuant to authority granted under Resolution 9	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To reappoint Geoff Barnes, who retires by rotation, as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11* To authorise the Company to make market purchases	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To send or supply all documents or information relating to the Company to members by making them available on a website	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6 To reappoint RSM UK Audit LLP as auditor of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7 To authorise the Directors to determine the remuneration of the auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

If you are planning to attend the Annual General Meeting, please tick the following box:

Mark this box with an "X" if you are appointing more than one proxy:

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:

Date: - -



NEVILLE
REGISTRARS