

GREEN & SMART HOLDINGS PLC
FORM OF PROXY

For use at the Extraordinary General Meeting of the Company to be held at the offices of Green & Smart Sdn Bhd located at 73-M, Jalan Medan Setia 1, Bukit Damansara, 50490 Kuala Lumpur, Malaysia on the 30th day of April 2020 at 5:00pm Malaysian Time / 10:00am UK Time.

I/We.....

(in BLOCK CAPITALS please)

Of

.....

being a shareholder(s) of the above-named Company, appoint the Chairman of the Meeting or to act as my/our proxy to vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held at the offices of Green & Smart Sdn Bhd located at 73-M, Jalan Medan Setia 1, Bukit Damansara, 50490 Kuala Lumpur, Malaysia on the 30th day of April 2020 at 5:00pm Malaysian Time / 10:00am UK Time and at any adjournment thereof and to vote for me/us on my/our behalf as directed below, in respect of the following number of my/our shares.....*.

* - If this is left blank, the proxy will be appointed in respect of my/our entire shareholding.

Please indicate with an 'X' in the spaces below how you wish your vote to be cast. If no indication is given your proxy will vote for or against the resolutions or abstain from voting as he thinks fit.

Special Resolution	For	Against	Withheld
1. To approve the change of the Company's name to BiON plc.			

Signed

Dated

NOTES:

1. To appoint as a proxy a person other than the Chairman of the meeting, insert their full name in the space provided. A proxy need not be a member of the Company. You can also appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by you. The following options are available:
 - 1.1 To appoint the Chairman as your sole proxy in respect of all your shares, simply fill in any voting instructions in the appropriate box and sign and date the Form of Proxy; or
 - 1.2 To appoint a person other than the Chairman as your sole proxy in respect of all your shares, insert the name and address of your proxy in the spaces provided. Then fill in any voting instructions in the appropriate box and sign and date the Form of Proxy.
 - 1.3 To appoint more than one proxy, please sign and date the Form of Proxy and attach a schedule listing the names and addresses (in block letters) of all of your proxies, the number of shares in respect of which each proxy is appointed (which, in aggregate, should not exceed the number of shares held by you) and indicating how you wish each proxy to vote or abstain from voting. If you wish to appoint the Chairman as one of your multiple proxies, simply write 'the Chairman of the Meeting'.
2. If voting instructions are not given, the proxy will vote as he thinks fit or, at his discretion, abstain from voting.
3. This Form of Proxy must arrive not later than 10:00am UK time (5:00pm Malaysian time) on 28th April 2020 at Link Asset Services, The Registry, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, and be accompanied by any power of attorney under which it is executed (if applicable).
4. A corporation must execute the Form of Proxy under either its common seal or the hand of a duly authorised officer or attorney.
5. The Form of Proxy is for use in respect of the shareholder account specified above only and should not be amended or submitted in respect of a different account.
6. The 'Vote Withheld' option is to enable you to abstain on any particular resolution. Such a vote is not a vote in law and will not be counted in the votes 'For' and 'Against' a resolution.
7. 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.
8. Completion and return of the Form of Proxy will not preclude you from attending and voting in person at the Meeting should you subsequently decide to do so. However, in light of the COVID-19 outbreak and to protect the health and wellbeing of all shareholders, you are strongly encouraged to vote by proxy rather than attending the meeting in person.