

**SOMERS LIMITED**  
**FORM OF PROXY**

For use by Shareholders at the 2021 Annual General Meeting of Somers Limited (the "Company") to be held at 34 Bermudiana Road, Hamilton HM11, Bermuda on Wednesday, February 2, 2022 at 10:00 a.m. (the "Meeting") *(Please read the notes overleaf before completing).*

I/We (name/s in full) \_\_\_\_\_

(the "Shareholder"), the holder/s of (number) \_\_\_\_\_

ordinary shares in the Company, hereby appoint: (CHECK ONE)  the Chairman of the Meeting **OR**  (name of proxy) \_\_\_\_\_

to be my/our proxy to attend and vote on my/our behalf for the purpose of considering and, if thought fit, passing the Resolutions set out in the Notice convening the said Meeting, and at such Meeting (and at any adjournment thereof) to vote for me/us as indicated below; where I/we indicate no specific direction below, the proxy may vote or abstain on my behalf at his/her discretion:

		<b>FOR</b>	<b>AGAINST</b>
3.	To confirm the minutes of the Annual General Meeting of the Company held on February 3, 2021.	<input type="radio"/>	<input type="radio"/>
4.	To receive and approve the audited financial statements for the year ended September 30, 2021.	<input type="radio"/>	<input type="radio"/>
5.	To consider the re-appointment of KPMG Audit Limited, Chartered Accountants as Auditors of the Company for the ensuing year and to authorize the Directors to fix the remuneration.	<input type="radio"/>	<input type="radio"/>
6.1	To set the maximum number of Directors at 10	<input type="radio"/>	<input type="radio"/>
6.2	To elect the following Directors until the end of the next Annual General Meeting of the Company:		
	(a) Peter Durhager	<input type="radio"/>	<input type="radio"/>
	(b) Charles Jillings	<input type="radio"/>	<input type="radio"/>

	<b>FOR</b>	<b>AGAINST</b>
(c) David Morgan	<input type="radio"/>	<input type="radio"/>
(d) Alasdair Younie	<input type="radio"/>	<input type="radio"/>
6.3 To authorize the Directors to appoint additional Directors and Alternate Directors as and when they deem fit.	<input type="radio"/>	<input type="radio"/>
7. To approve a general mandate to the Directors of the Company to unconditionally allot or issue shares, securities convertible into shares, or options, warrants or similar rights to subscribe for any shares or such convertible securities (collectively, the "Securities") and to grant any offers, agreements or options which would or might require Securities to be issued, allotted or disposed of,	<input type="radio"/>	<input type="radio"/>

As witness my/our hand/s this \_\_\_\_\_ day of \_\_\_\_\_, 2022.

**INDIVIDUAL/JOINT  
SHAREHOLDER:**

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Witness

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Witness

**CORPORATE  
SHAREHOLDER:**

The Common Seal of the Shareholder was hereunto affixed in the presence of:

\_\_\_\_\_  
Authorized Signatory

OR

Signed for and on behalf of the Shareholder by:

\_\_\_\_\_  
Authorized Signatory

**NOTES**

1. Please insert the number of ordinary shares registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
2. In the case of joint Shareholders, any one person may sign, provided that if more than one such joint holder is present at the Annual General Meeting, personally or by proxy, then the vote of the senior who tenders a vote shall be accepted to the exclusion of the votes of the other joint holders (and for this purpose, seniority will be determined by the order in which the names stand in the register of shareholders in respect of the joint holding).
3. **ONE** person must sign as witnessing each shareholder's signature.
4. In the case of a company, this form of proxy must be executed under its Common Seal or under the hand of an officer or attorney, duly authorized.
5. This form is to be completed only if the Shareholder will **NOT** be attending the meeting.
6. Any alterations made on this form must be initialed by the signatory or signatories and witnesses.
7. To be valid, this form of proxy must be received by the Secretary of the Company at Bermuda Commercial Bank Limited, 34 Bermudiana Road, Hamilton HM11, Bermuda on or before **January 28, 2021 at 5:00 p.m.**