

BWA GROUP PLC

(a company incorporated in England and Wales and registered with number 00255647)

FORM OF PROXY

For use at the Annual General Meeting of BWA Group PLC ("the Company") to be held at St Jacques House, St Jacques, St Peter Port, Guernsey, GY1 1SP at 11:00am on 13 July 2021.

I/We
(Block Capitals please)

of being
a shareholder(s) of the above-named Company, appoint the Chairman of the Meeting

for the following number of ordinary shares
to act 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 at St Jacques House, St Jacques, St Peter Port, Guernsey, GY1 1SP at 11:00am on 13 July 2021 (see note 1 below) and at every adjournment thereof and to vote for me/us on my/our behalf as directed below.

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

Ordinary Resolutions	For	Against	Vote Withheld
1. To receive the audited Financial Statements for the year ended 30 December 2020.			
2. To re-appoint James Butterfield, who retires in accordance with the Company's Articles of Association and offers himself for re-election, as a director.			
3. To appoint MHA MacIntyre Hudson as the auditors of the Company and authorise the Directors to agree their remuneration.			
4. To authorise the Directors to allot shares pursuant to section 551 of the Companies Act 2006.			
Special Resolutions			
5. To disapply the pre-emption provisions of section 561(1) of the Companies Act 2006.			
6. To amend the articles of association by the addition of a new article 113.5: '113.5 The requirements of this Article shall be deemed satisfied in relation to the members by sending to each member instead of those printed documents, where permitted by the Statutes, electronic copies of the relevant documents.'			
7. To amend the articles of association by the addition of a new article 115.4: '115.4 The requirements of this Article shall be deemed satisfied in relation to the members by sending to each member instead of by post, where permitted by the Statutes, by electronic format such notices to the email address provided by that member.'			

Signed Dated 2021

Notes:

1. The notice of the meeting is enclosed with this Form of Proxy and is dated 18 June 2021.
2. As a result of the ongoing COVID-19 pandemic, the measures that the UK Government has put in place restricting public gatherings and being mindful of the health and safety of our shareholders, employees and stakeholders, the AGM will be a closed meeting. Accordingly, shareholders will not be permitted to attend in person and may vote only by proxy. Any shareholder that seeks to attend the AGM in person will be prevented from doing so. The Company shall ensure that a quorum (being two shareholders present in person or by proxy) is present in accordance with the Company's articles of association, so as to allow the business contained in this Notice of AGM to be conducted.
3. The only proxy you may appoint is the Chairman of the Meeting. Any other proxy will not be accepted, and your vote will be treated as invalid.
4. Any alterations to the form should be initialed.
5. If the appointer is a corporation this form must be completed under its common seal or under the hand of some officer or attorney duly authorised in writing.
6. The signature of any one of joint holders will be sufficient, but the names of all the joint holders should be stated.
7. To be valid, this form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power must reach the registrars of the Company, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR or by e-mail to voting@shareregistrars.uk.com by 11:00am on 9 July 2021, being 48 hours (excluding non-business days) prior to the Meeting, or adjournment as the case may be.

**Share Registrars Limited,
The Courtyard,
17 West Street,
Farnham,
Surrey,
GU9 7DR**