

**FORM OF PROXY RELATING TO
ANNUAL GENERAL MEETING
OF
Octagonal plc
(Company number: 06214926)**

I/We

(FULL NAME IN BLOCK CAPITALS)

of

(ADDRESS IN BLOCK CAPITALS)

being a member/members of the Company entitled to receive notice, attend, speak and vote at annual general meetings of the Company, hereby appoint the Chairman of the AGM , or

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as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held at 2nd Floor, 2 London Wall Buildings, London EC2M 5PP at 11.00 a.m. on 27 September 2017 and at any adjournment of the meeting.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting .:

RESOLUTIONS	For	Against	Vote withheld
ORDINARY RESOLUTIONS			
1. TO receive the Company's annual accounts for the financial year ended 31 March 2017 together with the last directors' report and the auditors' report on those accounts.			
2. TO re-appoint John Gunn as a Director of the Company.			
3 & 4. TO appoint Welbeck Associates as auditors to hold office from the conclusion of the meeting to the conclusion of the next meeting at which accounts are laid before the Company at a remuneration to be determined by the directors.			
5. TO authorise the directors to allot shares pursuant to section 551 of the Companies Act 2006.			
6. TO approve the disapplication of pre-emption rights – Special Resolution			
7. TO approve the Purchase of own shares			
8 & 9 TO approve Capital Reduction			

Number of shares:

Please read the AGM notice issued by the company dated 1st September 2017.

Signed Dated2017