

OCTAGONAL PLC
FORM OF PROXY

I/We (name in full)of

(address).....

hereby appoint the Chairman of the Meeting as my/our proxy to attend, to speak and to vote in respect of the shares registered in my/our name(s) at the Annual General Meeting of **OCTAGONAL PLC** (the “**Company**”) to be held at 11:00 a.m. on 13 January 2021 at the offices of Hill Dickinson LLP, 8th Floor, The Broadgate Tower, 20 Primrose Street, London, EC2A 2EW and at any adjournment thereof. I/We direct that my/our vote(s) be cast on the Resolutions as indicated by an X in the appropriate box.

		FOR	AGAINST	ABSTAIN
1	Special Resolution - to cancel the admission of the Company’s share capital to trading on AIM.			
2	Special Resolution – conditional on the passing of Resolution 1, to re-register the Company as a private limited company with the name Octagonal Limited.			
3.	Special Resolution – conditional on the passing of Resolution 1 and 2, to adopt new articles of association of the Company appropriate for a private limited company.			
4	Ordinary Resolution – to adopt the Company’s annual accounts for the year ended 31 March 2020.			
5	Ordinary Resolution – to reappoint PKF Littlejohn LLP as the auditors of the Company.			
6	Ordinary Resolution – to reappoint Nilesh Jagatia as a director of the Company who is required to retire by rotation in accordance with the Articles of Association of the Company.			
7	Ordinary Resolution – to grant the directors authority to allot shares in the Company or grant rights to subscribe for or to convert any security into shares up to an aggregate nominal amount of £100,000.			
8	Special Resolution – to authorise the directors to allot equity securities as though section 561(1) of the Companies Act 2006 does not apply to such allotment, for cash, up to an aggregate nominal amount of £100,000.			
9	Special Resolution – to authorise the Company to make one or more market purchases of ordinary shares in the Company, up to a maximum of 28,428,844 shares and a minimum price of 1p per share.			

Please indicate with an “X” how you wish your vote to be cast. If you do not indicate how you wish your Proxy to use your vote on any particular matter the Proxy will exercise discretion as to how to vote or whether to abstain from voting.

Signature(s) or Common Seal:

Dated:

Notes on completion:

1. As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes. **PLEASE NOTE**, that this particular meeting is being conducted as a closed meeting due to the restrictions imposed by the UK Government in response to the ongoing COVID-19 pandemic. Accordingly, no shareholders or appointed proxies (other than the Chairman of the meeting) can be appointed as proxies, as such persons will not be permitted entry to the meeting, as explained in the Notice convening the meeting. Any proxy received appointing a person other than the Chairman of the Annual General Meeting as the Shareholder's proxy will be deemed to have appointed the Chairman of the Annual General Meeting as that Shareholder's proxy.
2. The appointment of a proxy would not ordinarily preclude a member from attending and voting at the meeting. However, as noted above all members have been asked not to attend the meeting in person and to vote by proxy. Any members who attend the meeting in person will not be permitted entry. The same applies for any proxy appointed who is not the Chairman.
3. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
4. To appoint a proxy using the proxy form, the form must be:
 - completed and signed;
 - sent or delivered to Share Registrars Limited at The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR or by facsimile transmission to 01252 719 232;
 - alternatively, the completed proxy form can be scanned and emailed to voting@shareregistrars.uk.com;
 - and received by Share Registrars Limited no later than 48 hours (excluding non-business days) prior to the Meeting.
5. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
6. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form and received by the registrars no later than 48 hours (excluding non-business days) prior to the Meeting.
7. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
8. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
9. Only those shareholders on the register of members at 11:00 a.m. on 11 January 2021 shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at that time. If the meeting is adjourned by more than 48 hours, then to be so entitled, shareholders must be entered on the Company's register of members at the time which is 48 hours (excluding non-business days) before the time appointed for holding the adjourned meeting or, if the Company gives notice of the adjourned meeting, at the time specified in that notice.