

OTAQ PLC
Company Number 11429299
(the “Company”)

Form of Proxy for Annual General Meeting (“AGM”) on 25 September 2020
BEFORE COMPLETING THIS FORM PLEASE SEE EXPLANATORY NOTES BELOW

I/We

(NAME AND ADDRESS OF SHAREHOLDER(S))

as (a) member(s) of the Company appoint

(NAME AND ADDRESS OF PROXY - LEAVE BLANK IF YOU WISH TO APPOINT THE CHAIRMAN OF THE MEETING. DO NOT INSERT YOUR OWN NAME(S). THE PROXY NEED NOT BE A SHAREHOLDER. NOTE THAT FOR THE 2020 AGM, ONLY DIRECTORS AND A MINIMUM NUMBER OF SHAREHOLDERS WILL BE PERMITTED TO ATTEND AND ACCORDINGLY THE COMPANY RECOMMENDS THAT YOU APPOINT THE CHAIRMAN AS YOUR PROXY.)

or, if no one is named in the box as proxy, the Chairman of the meeting as my/our proxy to exercise all or any of my/our rights to attend and speak for me/us and on my/our behalf at the AGM of the Company to be held on 25 September 2020 (and at any adjournment of the meeting) and to vote and/or abstain on the specified resolutions as indicated below, and as they think fit on any other business (including any amendments to resolutions) properly dealt with at the meeting (or adjourned meeting).

FOR THE APPOINTMENT OF MORE THAN ONE PROXY, PLEASE REFER TO EXPLANATORY NOTE 3.

RESOLUTIONS	FOR	AGAINST	VOTE WITHELD
<u>Ordinary Resolution</u> 1. To receive, consider and adopt the Directors’ Report and the Company’s Annual Accounts for the financial year ended 31 March 2020 (the “ Annual Accounts ”).			
<u>Ordinary Resolution</u> 2. To approve the Directors’ Remuneration Report for the financial year ended 31 March 2020 set out on pages 22 to 32 (inclusive) in the Annual Accounts (the “ Directors’ Remuneration Report ”).			

RESOLUTIONS	FOR	AGAINST	VOTE WITHELD
<u>Ordinary Resolution</u> 3. To receive and adopt the Directors' Remuneration Policy set out on pages 24 to 30 (inclusive) of the Directors' Remuneration Report.			
<u>Ordinary Resolution</u> 4. To re-elect Matthew Jonathan Enright as a Director of the Company.			
<u>Ordinary Resolution</u> 5. To re-elect Philip David Newby as a Director of the Company.			
<u>Ordinary Resolution</u> 6. To re-elect William George Watt as a Director of the Company.			
<u>Ordinary Resolution</u> 7. To re-elect Sarah Emily Gills as a Director of the Company.			
<u>Ordinary Resolution</u> 8. To re-elect Alexander Robert Hambro as a Director of the Company.			
<u>Ordinary Resolution</u> 9. To appoint RSM UK Audit LLP as the Company's auditors to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the Company.			
<u>Ordinary Resolution</u> 10. To authorise the Directors to determine the remuneration of the auditors.			
<u>Ordinary Resolution</u> 11. To empower the Directors to allot securities up to an aggregate nominal amount of £1,985,642 pursuant to the authority given under section 551 of the Companies Act 2006 (the "Act").			
<u>Ordinary Resolution</u> 12. To approve the rules of the OTAQ plc 2020 Long Term Incentive Plan the principal terms of which are summarised in Appendix I to notice convening the AGM (the "Notice").			

EXPLANATORY NOTES:

1. Given the unprecedented current environment caused by the COVID-19 outbreak, whilst the AGM will have a physical presence at our offices at 8-3-4 Harpers Mill, South Road, White Cross, Lancaster, England, LA1 4XF, in line with current UK Government measures in place prohibiting large gatherings of people in public, the 2020 AGM will be held as a closed meeting attended by the minimum number of shareholders required plus board members and other shareholders will not be permitted entry.
2. This year, in light of the restricted physical attendance at the AGM, you are strongly encouraged to appoint the Chairman of the AGM as your proxy to vote on your behalf.
3. You are entitled to appoint another person as your proxy (but see above and below) to exercise all or any of your rights to attend and to speak and vote at the meeting. You may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. If you are appointing more than one proxy you may copy this form and you will need to state clearly on each form of proxy the number of shares in relation to which the proxy is appointed, and ensure that, taken together, the numbers of shares stated on the forms of proxy do not exceed your holding.
4. A proxy need not be a shareholder but must attend the meeting to represent you. Please, however, note that in light of the restricted physical attendance at the 2020 AGM, shareholders (or their proxies) will not be permitted entry. If you wish to appoint someone other than the Chairman of the meeting, please make sure that they can attend the meeting and will be permitted to attend as above, then insert the name of the person you wish to appoint in block capitals in the space provided. Where you appoint someone other than the Chairman, you would usually be responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments at the meeting on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
5. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote Withheld" box. A Vote Withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at their discretion. Your proxy will vote (or abstain from voting) as they think fit in relation to any other matter which is put before the meeting, including a motion to adjourn.
6. To be effective, this proxy form, fully completed, together with the power of attorney or any other authority under which it is executed (or a notarially certified copy), must be lodged with the Company's registrars, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR or sent by e-mail to voting@shareregistrars.uk.com not less than 48 hours (disregarding any day that is not a working day) before the time appointed for holding the meeting, being no later than 11am on 23 September 2020.
7. If the shareholder is a corporation, this proxy form should be executed under its common seal or signed on its behalf by a duly authorised officer or attorney.
8. In the case of joint holders, the signature on this proxy form of any one holder will suffice but 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, with the first named being the most senior.
9. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent, Share Registrars Limited (CREST Participant ID: 7RA36) not later than 48 hours (disregarding any day that is not a working day) before the time appointed for holding the AGM, being no later than 11am on 23 September 2020. See the notes to the Notice for further information on proxy appointment through CREST.
10. Any alteration to this proxy form should be initialled.
11. 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.
12. The completion and return of this proxy form would not usually prevent a shareholder from attending the meeting and voting in person. Please, however, note that in light of the restricted physical attendance at the 2020 AGM, shareholders (or their proxies) will not be permitted entry.
13. Addresses (including electronic addresses) in this document are included strictly for the purposes provided and not for any other purposes.