

OTAQ PLC

Incorporated and registered in England and Wales with Registered No. 11429299

You can appoint a proxy and register your voting instructions online for the Annual General Meeting at www.shareregistrars.uk.com. Click on the "Proxy Vote" button and then follow the on-screen instructions.

Please note that you must submit any appointment and instructions by 11am on 28 September 2022.

FORM OF PROXY

For use at the Annual General Meeting to be held at 8-3-4 Harpers Mill, South Road, White Cross, Lancaster, England, LA1 4XF on 30 September 2022 at 11am.

I/We, being a member of OTAQ plc (the 'Company') and entitled to vote at the Annual General Meeting, hereby appoint

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or, if no one is named in the box as proxy, the Chairman of the meeting as my/our proxy to attend, speak and vote for me/us and on my/our behalf in the manner indicated below at the Annual General Meeting of the Company to be held at the 8-3-4 Harpers Mill, South Road, White Cross, Lancaster, England, LA1 4XF on 30 September 2022 at 11am and at any adjournment thereof.

Please indicate with an X in the appropriate space opposite each resolution how you wish your vote to be cast or withheld.

ORDINARY RESOLUTIONS	For	Against	Vote Withheld
1. To receive, consider and adopt the Directors' Report and the Company's Annual Accounts for the financial year ended 31 March 2022 (the "Annual Accounts").			
2. To approve the Directors' Remuneration Report for the financial year ended 31 March 2022 set out on pages 22 to 33 (inclusive) in the Annual Accounts (the "Directors' Remuneration Report").			
3. To re-elect Matthew Jonathan Enright as a Director of the Company.			
4. To re-elect Philip David Newby as a Director of the Company.			
5. To re-elect William George Watt as a Director of the Company.			
6. To re-elect Sarah Emily Stoten as a Director of the Company.			
7. To re-elect Alexander Robert Hambro as a Director of the Company.			
8. To elect Malcolm David Foster Pye as a Director of the Company.			
9. To reappoint 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.			
10. To authorise the Directors to determine the remuneration of the auditors.			
11. To empower the Directors to allot securities up to an aggregate nominal amount of £1,887,902.60 pursuant to the authority given under section 551 of the Companies Act 2006 (the "Act").			
SPECIAL RESOLUTIONS			
12. To approve the general disapplication of pre-emption rights, up to an aggregate nominal amount of £283,185.39 pursuant to the authority given in accordance with section 551 of the Act, as if section 561 of the Act did not apply to the allotment.			
13. To approve the specific disapplication of pre-emption rights, up to a further aggregate nominal amount of £283,185.39 pursuant to the authority			

given in accordance with section 551 of the Act, as if section 561 of the Act did not apply to the allotment.			
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Enter number of shares in relation to which your proxy is authorised to vote or leave it blank to authorise your proxy to act in relation to your entire holding

Please also tick this box if you are appointing more than one proxy

Signature(s)

Date

Please return this form to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX to arrive no later than 11am on 28 September 2022.

There is no need to return this form if you have appointed a proxy and registered your voting instructions online.

Notes

1. If you wish to vote at the Annual General Meeting but are unable to attend in person, you may appoint a proxy to exercise all or any of your rights to attend, speak and vote on your behalf by completing the form of proxy. A proxy need not be a member of the Company. If you wish to appoint a proxy other than the Chairman, you should enter the name of the proxy where indicated on the form of proxy. If you sign and return the form of proxy with no name of your proxy inserted where indicated, the Chairman of the meeting will be deemed to be your proxy.

2. You may appoint more than one proxy provided that each proxy is appointed in respect of the rights attached to a different share or shares held by you. You may not appoint more than one proxy to exercise rights attached to the same share(s). To appoint more than one proxy you may photocopy this form of proxy. Please mark the box on the form of proxy above with an "X" to indicate that the proxy appointment is one of multiple instructions being given and insert in the box where indicated the number of shares in relation to which they are entitled to act as your proxy (which, in aggregate, should not exceed the total number of shares held by you). All Forms of Proxy must be signed.

3. Appointment of a proxy (or submission of a CREST Proxy Instruction or online appointment of a proxy, as described in the notice of the Annual General Meeting) does not preclude a member from attending the meeting and voting in person.

4. Any alteration to this Form of Proxy must be initialled.

5. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, those shareholders registered in the Register of Members of the Company at 11am on 28 September 2022 or, in the event that the meeting is adjourned, in the Register of Members 48 hours (disregarding any day that is not a working day) before the start of any adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at the relevant time. Changes to entries on the Register of Members after such time(s) and date(s) (as applicable) shall be disregarded in determining the rights of any person to attend and vote at the meeting.

6. To be effective, this form of proxy, duly completed, must be lodged with Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX not less than 48 hours (disregarding any day that is not a working day) before the time appointed for the meeting (being 11am on 28 September 2022) or any adjournment thereof together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney.

7. If you want your proxy to vote in a certain way on the resolutions specified please place a mark ("X") in the "For", "Against" or "Withheld" box for the relevant resolution. The "Withheld" option is provided to enable you to instruct your proxy to abstain on any particular resolution. However, it should be noted that a vote withheld in this way is not a vote in law and will not be counted in the calculation of the proportion of votes "For" and "Against" any particular resolution. In the absence of instructions, the person(s) you have appointed as your proxy(ies) may vote as they choose or may decide not to vote at all and, unless otherwise instructed, may also vote or abstain from voting on any other matter (including amendments to resolutions) which may properly come before the Annual General Meeting.

8. In the case of a corporation, this form must be executed under its common seal or under the hand of an officer or agent who is duly authorised in writing to sign on behalf of the Corporation. In the case of an individual, this form must be signed by the individual or by an attorney duly authorised to sign on his/her behalf. In the case of joint shareholders, the signature of the senior shareholder (seniority to be determined by the order in which the names stand in the register of members) shall be accepted to the exclusion of all other joint holders. The names of all joint shareholders should be stated at the top of the form.

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 28 September 2022. See the notes to the Notice for further information on proxy appointment through CREST.