



**GENERAL MEETING  
PROXY FORM ITACONIX PLC (the “Company”)**

**Before completing this form, please read the explanatory notes to this form.**

I/We the undersigned, being (a) member(s) of the Company, HEREBY APPOINT the Chairman of the Meeting as my/our Proxy to attend, speak and vote for me/us and on my/our behalf in respect of my/our shareholding of ..... ordinary shares at the general meeting of the Company to be held at Hillside, Station Road, Warkworth, Northumberland NE65 0XP at 11:30 a.m. on 14 July 2020 and at any adjournment thereof (“General Meeting”).

	For	Against	Vote withheld
<b>ORDINARY RESOLUTION</b>			
1. To authorise the directors of the Company pursuant to section 551 of the Companies Act 2006 to allot shares, grant rights to, subscribe for or convert any security into shares in the Company up to an aggregate nominal amount of £4,406,042.46			
<b>SPECIAL RESOLUTIONS</b>			
2. To authorise the directors of the Company generally pursuant to section 570 of the Companies Act 2006 to disapply statutory pre-emption rights in respect of the allotment of equity securities up to an aggregate nominal amount of £2,963,475.56 in respect of the Fundraising			
3. To authorise the directors of the Company generally pursuant to section 570 of the Companies Act 2006 to disapply statutory pre-emption rights in respect of the allotment of equity securities otherwise than in connection with the Fundraising or pursuant to a rights issue or other pre-emptive offer up to an aggregate nominal amount of £649,155.11, representing approximately 15 per cent. Of the Enlarged Share Capital			
4. To delete the existing article 108 (“Borrowing Powers”) of the Company’s Articles of Association in its entirety			

Dated this ..... day of .....2020

Signature .....

Full name(s) in which shares are registered .....

PLEASE USE BLOCK LETTERS

**Notes to Proxy Form:**

1. Ordinarily as a member of this Company you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the General Meeting. In accordance with the Company's articles of association, whilst completion and return of this form of proxy would not ordinarily preclude Shareholders from attending, speaking and voting in person at the General Meeting should they so wish, Shareholders are reminded that to do so would breach the Government's Stay at Home Measures in relation to the containment and control of COVID-19. You can only appoint a proxy using the procedures set out in these notes.
2. Due to the Government's Stay at Home Measures in relation to COVID-19, Shareholders should appoint the Chairman of the meeting as their named proxy.
3. Please indicate with a cross in the appropriate box how you wish the proxy to vote. If you mark the box "Vote Withheld", it will mean that your proxy will abstain from voting and, accordingly, your vote will not be counted either for or against the relevant resolution. If you fail to select any of the given options, the proxy can vote as he or she chooses or can decide not to vote at all. The proxy will act in his or her discretion in relation to any business other than that specified above arising at the meeting (including any resolution to amend a resolution or to adjourn the meeting).
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under the common seal or under the hand of an officer or attorney so authorised.
5. In the case of joint holders of a share, the vote of the first-named holder on the register of members (whether voting in person or by proxy) will be accepted to the exclusion of the votes of the other joint holders in respect of the joint holding. For this purpose, seniority shall be determined by the order in which the names of such holders stand in the register of members in respect of the joint holding.
6. This form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, should be returned so as to reach the Company's registrar, Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and, in default, the instrument of proxy shall not be treated as valid.
7. You may appoint more than one proxy to represent you at the meeting provided that each proxy is appointed to exercise the rights attaching to different shares held by you. Please insert the number of shares in respect of which you wish to appoint the proxy in the space provided. If you wish to do so, please contact Link Asset Services' shareholder helpline on 0371 664 0300 or you may copy this form. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales. If you submit more than one valid proxy appointment but the instructions in such appointments are not compatible with each other, the appointment received last before the latest time for the receipt of proxies will take precedence.
8. Completion and return of this form of proxy will not preclude members from attending and voting in person at the meeting should they subsequently decide to do so. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated. Otherwise, in order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's registrar, Link Asset Services PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU. In the case of a corporation, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
9. Pursuant to regulation 41 of The Uncertificated Securities Regulations 2001 (as amended), only those members entered on the register of members at close of business on 12 July 2020 (or in the event that this meeting is adjourned, on the register of members 48 hours excluding non-business days before the time of any adjourned meeting) will be entitled to attend and vote at the meeting.
10. The summaries of the resolutions are for guidance only. You are advised to read the accompanying circular and notice of meeting carefully.



Business Reply Plus  
Licence Number  
RLUB-TBUX-EGUC



PXS 1  
34 Beckenham Road  
BECKENHAM  
BR3 4ZF