

TOOPLE PLC

(Incorporated and registered in England and Wales under the Companies Act 2006, with registered number 10037980)

FORM OF PROXY

For use at the Annual General Meeting to be held at the offices of Fieldfisher at Riverbank House, 2 Swan Ln, London EC4R 3TT on 31st March 2020 at 9.00 a.m.

I/We.....

being a member of Toople Plc (the “**Company**”) and entitled to vote at the Annual General Meeting, hereby appoint the Chairman of the meeting or

.....
(Please carefully complete using BLOCK CAPITALS and black ink)

as my/our proxy to 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 offices of Fieldfisher at Riverbank House, 2 Swan Ln, London EC4R 3TT on 31st March 2020 at 9.00 a.m. and at any adjournment thereof.

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

	ORDINARY RESOLUTIONS	For	Against	Withheld
1.	To receive, consider and adopt the reports of the Directors and Auditors and the Financial Statements for the year ended 30 September 2019.			
2.	To re-appoint PKF Littlejohn LLP as independent auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting.			
3.	To authorise the Directors of the Company to agree the remuneration of the auditors.			
4.	To re-elect Richard Horsman as a Director of the Company.			
5.	To Re-elect Andrew Hollingworth as a Director of the Company.			
6.	That the Directors be generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (the Act) to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (Rights) up to an aggregate nominal amount of £1,791,137 (being the balance of the authority that was granted at the Company’s General Meeting on 17 th February 2020) provided that this authority shall, unless previously revoked or varied by the Company in general meeting, expire at the conclusion of the next annual general meeting of the Company following the date of the passing of this resolution or (if earlier) 15 months from the date of passing this resolution, but so that the directors may before such expiry make an offer or agreement which would or might require			

	relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of that offer or agreement as if the authority hereby conferred had not expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the 2006 Act			
	SPECIAL RESOLUTION			
7.	<p>That, subject to the passing of Resolution 6, the Directors be given the general power to allot equity securities (as defined by Section 560 of the Act) for cash, either pursuant to the authority conferred by Resolution 5 or by way of a sale of treasury shares, as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:</p> <p>7.1 the allotment of equity securities in connection with an offer by way of a rights issue:</p> <p>7.1.1 to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and</p> <p>7.1.2 to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and</p> <p>7.2 the allotment (otherwise than pursuant to paragraph 7.1 above) of equity securities up to an aggregate nominal amount of £1,791,137 being the balance of the authority that was granted at the Company's General Meeting on 17th February 2020.</p>			

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 full entitlement

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

Date:

Signature(s)

Please return this form to Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR to arrive no later than 48 hours (ignoring any part of a day that is not a working day) before the time fixed for the Annual General Meeting.

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 delete the words 'the Chairman of the meeting or' and enter the name of the proxy where indicated on the form of proxy. Your changes should be initialled. 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 any one share. 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 any CREST Proxy Instruction, 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 9:00 a.m. on 27th March 2020 or, in the event that the meeting is adjourned, in the Register of Members 48 hours (ignoring any part of a 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 The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR or by fax on 01252 719 232 or by scan and email to voting@shareregistrars.uk.com not less than 48 hours (ignoring any part of a day that is not a working day) before the time appointed for the meeting (being 9.00 a.m. on 27th March 2020) 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 should refer to the notes in the notice of the Annual General Meeting.