

Form of Proxy
CATENA GROUP PLC
("Company")

(Registered in England and Wales with Registered Company Number 03882621)

For use at the Annual General Meeting of the Company convened for 30 September 2020 at 10:00 a.m. to be held as a closed meeting.

I/We _____

(BLOCK LETTERS PLEASE)

of _____

being (a) member(s) of Catena Group plc, hereby appoint the Chairman of the meeting, or

as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on 30 September 2020 at 10 a.m. as a closed meeting on the following resolutions, to be submitted to the meeting and at any adjournment thereof, and any other business which may properly come before the meeting and any adjournment thereof.

Please indicate with an 'X' in the appropriate space how you wish your vote to be cast. Unless otherwise instructed, the proxy will vote as he thinks fit or abstain.

Ordinary Resolutions	For	Against	Vote Withheld
1. To receive and adopt the report of the Directors of the Company and the audited accounts for the Company for the year ended 31 December 2019.			
2. To re-appoint John Murray as a Director of the Company, who retires in accordance with Article 20.2 of the Company's Articles of Association.			
3. To re-appoint John Zucker as a Director of the Company, who retires in accordance with Article 23.1 of the Company's Articles of Association.			
4. To reappoint Hazlewoods LLP Chartered Accountants as auditors of the Company and to authorise the Directors to fix their remuneration.			
5. To authorise the Directors generally and unconditionally to allot relevant securities in accordance with Section 551 of the Companies Act 2006 (the "Act") (subject to certain restrictions) up to an aggregate nominal amount of £130,500.			

Special Resolution	For	Against	Vote Withheld
6. To authorise the Directors, subject to the passing of Resolution 5, to be empowered pursuant to Section 570 of the Act to allot equity securities for cash as if Section 561(1) of the Act did not apply to any such allotment (subject to certain restrictions) provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £130,500.			

Signature _____

Dated _____ day of _____

Notes:

1. A member entitled to vote in respect of the Resolutions proposed at the meeting is entitled to appoint a proxy or proxies to vote instead of him. A proxy may demand, or join in demanding, a poll. A proxy need not be a member of the Company, and you may, if you wish, delete the words “the Chairman of the Meeting” and insert the name of the preferred person in the space provided. **However, due to Government restrictions on meetings, the Annual General Meeting will be held as a closed meeting. The Company will ensure that the legal requirements to hold the meeting are satisfied through the attendance of a minimum number of Directors and/or employee shareholders and the format of the meeting will be purely functional. Accordingly, shareholders are strongly urged to complete this form or proxy, if they wish to vote at the Annual General Meeting. Shareholders are urged to appoint the Chairman of the Meeting as their proxy, as only two shareholders will be in attendance to ensure the Annual General Meeting is quorate and no other proxy holder will be able to attend or vote at the Annual General Meeting.**
2. Please note that if the “Vote Withheld” box is marked with a “X”, the Shareholder will not be counted in the calculation of votes “For” and “Against” and the Shareholder will not be taken to have given his/her/their discretion to the Proxy, on how to vote.
3. To be effective, this Form of Proxy must be lodged with the Company’s Registrars, Share Registrars Limited at The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR not later than 48 hours before the time of the annual general meeting, or any adjournment thereof, together, if appropriate, with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power.
4. In the case of a joint holding, a proxy need only be signed by one joint holder. If more than one such joint holder lodges a proxy only that of the holder first on the register of members will be counted. Any alterations made in this Form of Proxy should be initialled.
5. In the case of a corporation this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised.

6. As provided by Regulation 41 of the Uncertificated Securities Regulations 2001 only those members registered in the register of members of the Company at close of business 48 hours before the time of the Annual General Meeting shall be entitled to vote by proxy at the annual general meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of members after that time shall be disregarded in determining the rights of any person to attend or vote at the annual general meeting.
7. Shares held in uncertified form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
8. **Due to the COVID-19 restricted travel measures in place, Shareholders are asked not to attend the meeting and are encouraged to vote by proxy by completing this Form of Proxy in accordance with the explanatory notes.**