

Form of Proxy

In the context of the health emergency linked to the COVID-19 pandemic, and in order to protect the health and the safety of its employees and shareholders, the Board of Directors has decided to hold the 2021 annual general meeting behind closed doors. Therefore, exceptionally, the annual general meeting will be held at the company's registered offices on Thursday 18 February 2021 with the minimum number of shareholders present as required to form a quorum under the Company's articles of association. The shareholders in attendance will be directors of the Company, subject to social distancing measures in line with current government guidelines. To ensure safety, other shareholders will not be able to gain access to the meeting.

Shareholders are invited to vote on the Resolutions to be put to the meeting by granting a proxy to the chair of the meeting, using the Form of Proxy that follows this notice of AGM. There will be no other method of voting.

As the annual general meeting will be held behind closed doors, there will be an AGM webpage on the company's website oxfordmetrics.com/agm2021 where members can register to gain access to a special AGM Q&A webpage where questions can be put, and questions and answers can be viewed. The directors of the company will endeavour to provide answers to questions, and both questions and answers will be published on the AGM Q&A webpage for 7 days following the 2021 AGM. We will not publish any personal details including the name of any member who has asked a question.

Notes for completion of the proxy form for the 2021 annual general meeting

1. As a member of the Company, in normal circumstances, you are entitled to appoint another person as your proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. However, for the 2021 AGM your proxy will only have the right to vote on your behalf. You must follow the appointment procedures set out in these notes.
2. You must appoint the chair of the meeting as your proxy if you wish to vote on any of the resolutions to be put to the meeting.
3. If you appoint a proxy to vote on your behalf at this annual general meeting, your voting rights will revert to you at the conclusion of the annual general meeting or any adjournment of the annual general meeting.
4. To direct your proxy how to vote on the resolutions, please indicate how you wish your vote to be cast by placing 'X' in the appropriate column. To abstain from voting on a resolution, select the relevant "Vote withheld" box. Please note that 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 you either select the "Discretionary" option or if no specific direction as to how you wish your vote to be cast is given, your proxy may vote or abstain, at his or her discretion. On any other business which is put before the meeting (including a motion to adjourn the meeting or to amend a resolution) the proxy will vote (or abstain from voting) at his or her discretion.
5. To be valid, this proxy form must be:
 - (a) completed and signed;
 - (b) sent or delivered to Link Group, PXS 1, 34 Beckenham Road, Beckenham BR3 4ZF; and
 - (c) received by Link Group, no later than 48 hours (excluding days that are not a working day) before the time of the meeting.
6. If a member is a company, this proxy form must be executed under its common seal (or such form of execution as has the same effect) or executed on its behalf by a duly authorised officer of the company or an attorney for the company. A copy of the authorisation of such officer or attorney must be lodged with this proxy form.
7. If this proxy form is executed under a power of attorney or any other authority the original power or authority (or a duly certified copy of such power or authority) must be lodged together with this proxy form.
8. In the case of joint holders, any one holder may sign the form of proxy but all the names of the joint holders should be stated on this proxy form. If more than one of the joint holders purports to appoint a proxy, the appointment submitted by the most senior holder will be accepted to the exclusion of the appointment(s) of the other joint holder(s), seniority being determined by the order in which the names of the joint holders stand in the register of members of the Company in respect of the joint holding (the first-named being the most senior).

9. If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence.
10. Any alterations made to this form should be initialled
11. You may not use any fax number or email address or other electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.

If you have any queries completing this form please contact Link Group on telephone number 0371 664 0300 (Calls are charged at the standard geographic rate and will vary by provider) or, if calling from overseas, on +44 371 664 0300. Lines are open 9.00am – 5.30pm, Monday to Friday.

**Oxford Metrics plc
Form of Proxy**

For use at the annual general meeting to be held at 6 Oxford Industrial Park, Yarnton, Oxfordshire, OX5 1QU on 18 February 2021. Before completing this form, please read the explanatory notes opposite.

I/We

Of.....
being [a] member[s] of Oxford Metrics plc (the "Company"), hereby appoint the chair of the meeting as my/our proxy (see note 2)

to vote for me/us on my/our behalf at the annual general meeting of the Company to be held on 18 February 2021 and at any adjournment of the meeting.

I/We have indicated with an 'X' in the appropriate spaces how I/we wish my/our votes to be cast and direct the proxy to vote as indicated.

If this form is signed and returned without any indication as to how my/our proxy shall vote, my/our proxy may exercise his or her discretion as to both how he or she votes (including as to any amendments to the resolutions) and whether or not he or she abstains from voting.

I/We authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

Resolution. (Place X in appropriate box)	For	Against	Withheld	Discretionary
Ordinary business				
1. To receive and adopt the financial statements for the year ended 30 September 2020				
2. To re-appoint BDO LLP as auditors and authorise the directors to fix their remuneration				
3. To declare a final dividend				
4. To re-elect Nick Bolton as a director				
5. To re-elect David Deacon as a director				
6. To re-elect Adrian Carey as a director				
Special business				
7. To authorise the directors to allot shares pursuant to section 551 of the Companies Act 2006 (the "Act")				
8. To authorise the directors to allot shares pursuant to section 570 of the Act as if section 561 of the Act did not apply				
9. To authorise the Company to make one or more market purchases of ordinary shares in the company				

Signature(s)Date2021

Signature(s)Date2021