

Opportunity Investment Management plc (Company)
Proxy Form for Annual General Meeting

Before completing this form, please read the explanatory notes below and overleaf

Name & address of shareholder:.....(see note 1).

I /We being a member of the Company appoint the Chairman of the meeting or (see note 3)

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as my/our proxy to attend, speak and vote on my/our behalf at the General Meeting of the Company to be held on **18 January 2018** at 2:30 PM GMT at the offices of DWF LLP, 20 Fenchurch Street, London, EC3M 3AG and at any adjournment of the meeting.

I/We direct my/our proxy to vote on the following resolution as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and 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	For	Against	Vote withheld	Discretionary
1. Receive and adopt the financial statements of the Company for the financial year ended 31 December 2016 and the reports of the directors and auditors on those financial statements				
2. Receive, adopt and approve the directors' remuneration report (other than the part containing the directors' remuneration policy) for the financial year ended 31 December 2016.				
3. Receive, adopt and approve the part of the directors' remuneration report containing the directors' remuneration policy contained within the financial statements of the Company for the financial year ended 31 December 2016				
4. To re-elect as a director of the Company Mr Peter Zwart				
5. To re-appoint Ernst & Young LLP as auditors and authorise the directors to determine the auditors' remuneration, unless the Directors resolve that auditors are unlikely to be required for the financial period commencing 1 January 2017				
6. Approve the dissolution plan (Plan) attached to the notice of this annual general meeting and authorise the directors to take such steps as they see fit to implement the Plan.				
Signature	Date			

Notes to the proxy form

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes. You must state your name and address.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish you proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you may copy this form or obtain additional copies from Taylor Wessing Secretaries Limited, 5 New Street Square, London EC4A 3TW.
5. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. 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 voting indication is given, your

proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

6. To appoint a proxy using this form, the form must be:

- completed and signed;
- sent or delivered to from Taylor Wessing Secretaries Limited, 5 New Street Square, London EC4A 3TW; and
- received by from Taylor Wessing Secretaries Limited no later than 2:30 pm GMT on 16 January 2018.

7. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

8. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

9. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

10. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

11. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.