

Angling Direct plc (Company)

Annual General Meeting

Form of proxy

Before completing this form, please read the explanatory notes below

I /We[INSERT FULL NAME[S] IN BLOCK CAPITALS]

being a member of the Company appoint the chairman of the meeting or (see note 3)[INSERT FULL NAME OF PROXY] in respect of all /[INSERT NUMBER OF SHARES IF YOU ARE APPOINTING A PROXY IN RESPECT OF ONLY SOME OF YOUR SHARES] as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held on 10 June 2019 at 10 am and at any adjournment of the meeting.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'.

If you wish to appoint multiple proxies, please see note 4 overleaf.

RESOLUTIONS	For	Against	Vote withheld
ORDINARY RESOLUTIONS			
1. To exercise all the powers of the Company to allot shares and grant rights to subscribe for, or convert any security into, shares up to an aggregate nominal amount of £215,406.64.			
3. To receive the 31 January 2019 report and accounts.			
4. To approve the re-appointment of Price Bailey LLP as auditors.			
5. To authorise the directors to set the remuneration of the auditors.			
SPECIAL RESOLUTIONS			
2. To authorise the Directors to allot new shares or sell treasury for cash in connection with a pre-emptive offer or otherwise up to a nominal value of £64,621.99 without the shares first being offered to existing Shareholders in proportion to their existing holdings.			
Signature	Date		

Notes

FORM OF PROXY

1. As a member of the Company you are entitled to appoint a proxy or proxies 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. If the proxy is being appointed in relation to part of your holding only, please enter in the box next to the proxy's name the number of shares in relation to which they are authorised to act as your proxy. If this box is left blank, they will be authorised in respect of your full voting entitlement.

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 and vote, your proxy appointment will automatically be terminated.

APPOINTMENT

3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. If you wish to appoint a proxy other than the chairman of the meeting, insert their full name in the space provided. If you leave this space blank, the chairman of the meeting will be appointed 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 your 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, additional proxy forms may be obtained by contacting the Company's registrar, Share Registrars Limited, or you may copy this form.

5. 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).

VOTING DIRECTIONS

6. 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 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, including a motion to adjourn.

RETURNING YOUR FORM OF PROXY

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

- Completed and signed;
- Sent or delivered to Share Registrars Limited at The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR; and
- Received by Share Registrars Limited no later **than 10 am on Thursday 6 June 2019**.

8. 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. 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. As an alternative you can appoint a proxy electronically by sending a scanned PDF copy of the original of this proxy form, duly completed, by email to proxies@shareregistrars.co.uk. For an electronic proxy appointment to be valid, your appointment must be received by Share Registrars Limited no later **than 10 am on Thursday 6 June 2019**.

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

11. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.