

The General Meeting (the "GM") is to be held at the offices of Odyssean Capital LLP, 6 Stratton Street, Mayfair, London W1J 8LD on Monday, 11 January 2021 at 12 noon.

As a result of the current restrictions in connection with COVID-19, in particular on public gatherings, Shareholders must not attend the meeting in person. Any person who does attempt to attend the meeting in person will be refused admission.



**FORM OF PROXY**  
ODYSSEAN INVESTMENT TRUST PLC – GENERAL MEETING

I/We being a member/s of the Company hereby appoint the Chairman of the meeting or  
(see note 1 over)

Name of proxy:

Number and class of shares proxy appointed over



Shareholder  
Reference Number:

as my/our proxy to vote on my/our behalf at the General Meeting of the Company to be held at the offices of Odyssean Capital LLP, 6 Stratton Street, Mayfair, London W1J 8LD at 12 noon on Monday, 11 January 2021 and at any adjournment thereof. I/we have indicated with a 'X' how I/we wish my/our votes to be cast on the following resolution. Unless otherwise instructed, the proxy may vote as he/she sees fit or abstain in relation to any business of the meeting.

If you wish to appoint multiple proxies, please see note 2 over.  Please also tick here if you are appointing more than one proxy.

**ORDINARY RESOLUTION**

Please mark 'X' to indicate  
how you wish to vote

For      Against  
Vote      Withheld

**1 THAT the Company adopts the proposed changes to its investment policy, as set out in the Circular to Shareholders dated 30 November 2020.**



Signature

Date

## Notes

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his/her proxy to exercise all or any of his/her rights, to attend, speak and vote on their behalf at the meeting, however this is subject to the restrictions on attendance as set out in section 3 of the Letter from the Chairman contained in the circular to shareholders dated 30 November 2020 (the "Circular"). If you wish to appoint a person other than the chairman of the meeting, please insert the name of your chosen proxy holder in the space provided (see over). However, in order for their vote to count, members should appoint the chairman of the meeting as their proxy. This is because of the closed nature of the GM described in the Letter from the Chairman contained in the Circular, meaning that any other person attempting to attend the GM will be refused admission and will therefore be unable to vote. If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of shares in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
2. 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 photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. You are reminded that the GM is subject to the restrictions on attendance set out in section 3 of the Letter from the Chairman contained in the Circular and that, in order for their vote to count, members should appoint the chairman of the meeting as their proxy. This is because of the closed nature of the GM described in the Letter from the Chairman contained in the Circular, meaning that any other person attempting to attend the GM will be refused admission and will therefore be unable to vote.
3. In the case of joint holders, the signature of any one holder will be sufficient, but the names of all the joint holders should be stated.
4. 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, stating their capacity (eg. director, secretary).
5. The right to appoint a proxy, does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communication from the Company in accordance with section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
6. The 'Vote Withheld' option is provided to enable you to abstain on the resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and '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.
7. Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the register of members of the Company at 6.30 p.m. on Thursday, 7 January 2021. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting. You are reminded that the GM is subject to the restrictions on attendance as set out in section 3 of the Letter from the Chairman contained in the Circular.
8. The completion and return of this form would not normally preclude a member from attending the meeting and voting in person. However, you are reminded that the GM is subject to the restrictions on attendance as set out in section 3 of the Letter from the Chairman contained in the Circular. In the event you were to attend the meeting in person, your proxy appointment would automatically be terminated.
9. To be valid, this Form of Proxy must be received by the Registrar at Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, accompanied by any Power of Attorney under which it is executed (if applicable), no later than 12 noon on Thursday, 7 January 2021.
10. If you prefer, you may return the proxy form to the Registrar in an envelope addressed to Freepost RTHJ-CLLL-KBKT, Equiniti, Aspect House, Spencer Road, Lancing BN99 8LU by the deadline set out in note 9.
11. As an alternative to posting the Form of Proxy, shareholders can appoint a proxy electronically by e-mailing their completed proxy form to [proxyvotes@equiniti.com](mailto:proxyvotes@equiniti.com). For an electronic proxy appointment to be valid, your appointment must be received by the Registrar no later than the deadline set out in note 9.
12. CREST members who wish to use the CREST electronic proxy appointment service should refer to the section headed 'Notes' in the Notice of General Meeting issued by the Company which sets out the requirements for the submission of a proxy appointment via CREST.
13. 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.



Freepost RTHJ-CLLL-KBKT  
Equiniti  
Aspect House  
Spencer Road  
LANCING  
BN99 8LU