

CAMBRIDGE COGNITION HOLDINGS PLC

GENERAL MEETING

9 March 2020

I/We (block capitals please).....

of.....

being (a) member(s) of Cambridge Cognition Holdings plc (the "Company") hereby appoint the Chairman of the meeting or

.....
as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the general meeting of the Company to be held on 9 March 2020 at 11.00 a.m. and at any adjournment thereof.

Please indicate with an X in the boxes below how you wish your votes to be cast.

| Ordinary Resolution | For | Against | Vote Withheld |
|---|------------|----------------|----------------------|
| 1. To authorise the Directors to allot shares up to an aggregate nominal amount of £70,000 in addition to the authority granted to the directors at the annual general meeting held on 23 May 2019. | | | |
| Special Resolution | | | |
| 2. To dis-apply statutory pre-emption rights, such authority to be limited to the allotment of shares up to an aggregate nominal amount of £70,000. | | | |

Dated this..... day of2020

Signature(s)

Notes:

1. A member entitled to attend the meeting is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at the meeting. You can only appoint a proxy using the procedures set out in the notes. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share. A proxy need not be a member of the Company.
2. A member who wishes to appoint someone other than the chairman as his proxy should delete the words "the Chairman of the Meeting or", insert the name of his choice in the space provided and initial the alteration.
3. If a member wishes to appoint more than one proxy in relation to the meeting, each proxy must be appointed on a separate proxy form. Additional proxy forms may be obtained by contacting the Company's Registrars, Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU. Alternatively, members may photocopy the accompanying proxy form the required number of times before completing it. A member appointing more than one proxy must indicate on the relevant proxy forms the number of shares in respect of which each proxy is appointed.
4. The form of proxy should be signed and dated by the member or his attorney duly authorised in writing. In the case of a corporation, the form of proxy should be executed under its common seal or under the hand of an officer or attorney duly authorised in writing. Any alteration made to the form of proxy should be initialled.
5. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number RA10) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
6. In the case of joint holders, the signature of any one holder is sufficient. However, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members.
7. A member should direct the proxy how to vote on the resolutions by marking the appropriate box with an X. The "vote withheld" option is provided to enable members to abstain on any of the resolutions. 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 votes "for" or "against" a resolution.
8. If the form of proxy is returned duly signed but without any indication as to how the proxy should vote on any resolution, the proxy will exercise his discretion as to how he votes and whether or not he abstains from voting on the resolution. The proxy may also vote or abstain from voting as he thinks fit on any other business which may properly come before the meeting.
9. 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.
10. Completion and return of a form of proxy will not preclude a member from attending the meeting and voting in person.
11. To be valid, the duly signed and dated form of proxy, together with any power of attorney or other authority under which it is signed (or a notarially certified copy of such power or authority), must be completed, signed and sent or delivered to Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU or by Freepost to FREEPOST PXS, 34 Beckenham Road, BR3 9ZA (please note that delivery using this service can take up to 5 days), and must be received by post or (during normal business hours only) by hand no later than 11.00 a.m. on 7 March 2020. Alternatively, you may lodge your vote electronically at www.signalshares.com so as to be received no later than 11.00 a.m. on 7 March 2020.

Business Reply Plus
Licence Number
RLUB-TBUX-EGUC



PXS 1
34 Beckenham Road
BECKENHAM
BR3 4ZF

