

ATTENDANCE CARD

ACCROL GROUP HOLDINGS PLC – GENERAL MEETING

A General Meeting of Accrol Group Holdings plc will be held on 15 May 2024 at 11.15 a.m. (or as soon as reasonably practicable thereafter as the Court Meeting shall have been concluded or adjourned) at the offices of Addleshaw Goddard LLP at One St Peter's Square, Manchester, M2 3DE (the "General Meeting").

If you wish to attend the General Meeting in person, please sign this card and bring it with you for production at the registration desk to authenticate your right to attend. You will receive a poll card at the General Meeting after registering at the registration desk.

You are strongly encouraged to complete and return the Form of Proxy that accompanies this card even if you wish to attend the General Meeting. Doing so will not prevent you from attending, voting or speaking in person at such meeting, but will ensure that your vote is counted if you are unable to attend.



Signature of person voting

Barcode:

Investor Code:

In the case of a corporation, a letter of representation will be required (in accordance with Section 323 of the Companies Act 2006) (see Note 12).

FORM OF PROXY

ACCROL GROUP HOLDINGS PLC – GENERAL MEETING



Barcode:

Investor Code:

Event Code:

General Meeting of Accrol Group Holdings plc (the "Company") to be held at the offices of Addleshaw Goddard LLP at One St Peter's Square, Manchester, M2 3DE on 15 May 2024 at 11.15 a.m. (or as soon as reasonably practicable thereafter as the Court Meeting shall have been concluded or adjourned). To be effective, all proxy appointments must be lodged with the Company's registrar, Link Group, at PXS 1, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL by no later than 11.15 a.m. on 13 May 2024 (or in the case of an adjournment, no later than 48 hours (excluding any part of such 48-hour period that is not a Business Day) before the time and date set for the adjourned meeting). Please read the Notice of the General Meeting in Part IX of the scheme document of the Company dated 17 April 2024 (the "Scheme Document") and the explanatory notes overleaf before completing this Form of Proxy.

You may submit your proxy electronically using the Share Portal service at www.signalshares.com. If not already registered for the Share Portal, you will need your Investor Code above.

/We being a member(s) of the Company hereby appoint the chairman of the General Meeting or (see Note 4)

Name of Proxy

Number of Accrol Shares (see Notes 5 and 6)

as my/our proxy to exercise all or any of my/our rights on my/our behalf at the General Meeting of the Company to be held on 15 May 2024 at 11.15 a.m. (or as soon as reasonably practicable thereafter as the Court Meeting shall have been concluded or adjourned) and at any adjournment thereof.

Please also tick here if you are appointing more than one proxy (see Note 6).

SPECIAL RESOLUTION **Mark 'X' to indicate how you wish to vote (see Note 8)**

To give authority to the directors of the Company to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect and to amend the Company's articles of association as set out in the Notice of the General Meeting.

For	Against	Vote withheld
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

Signature

(see Notes 9 to 11)

Date

As an alternative to completing this Form of Proxy, you may submit your proxy online or via the CREST system (see Note 13).

Notes

1. Full details of the Resolution to be proposed at the General Meeting, with explanatory notes, are set out in the Notice of the General Meeting in Part IX of the Scheme Document. Before completing this Form of Proxy, please also read the "Action to be Taken" section set out in the Scheme Document. Save where otherwise defined herein, capitalised terms and expressions used in this Form of Proxy shall have the meanings given to them in the Scheme Document.
2. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only those members registered in the register of members of the Company as the holder of Accrol Shares at 6.00 p.m. on 13 May 2024 (or, in the event that the General Meeting is adjourned, at 6.00 p.m. on the day that is two Business Days before the day of the adjourned meeting) will be entitled to attend and vote at the General Meeting as a member in respect of those Accrol Shares.
3. A member who is entitled to attend and vote at the General Meeting is entitled to appoint another person, or two or more persons in respect of different Accrol Shares held by him or her, as his or her proxy to exercise all or any of his or her rights to attend and to speak and vote at the General Meeting.
4. The chairman of the General Meeting has been inserted as willing to act as proxy for members unable to attend the General Meeting in person, but the form may be used for the appointment of any other person (who need not be a member of the Company) by deleting the words "the chairman of the General Meeting or" and inserting the full name of the proxy of your choice in the space provided. If you sign and return this Form of Proxy with no name inserted in the space provided, the chairman of the General 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 are aware of your voting intentions. If you wish for your proxy to make any comments on your behalf at the General Meeting, you will need to appoint someone other than the chairman of the General Meeting as your proxy and give them the relevant instructions directly. You are strongly encouraged to complete and return this Form of Proxy even if you wish to attend the Court Meeting. Appointing a proxy will not prevent a member from attending and voting in person at the General Meeting should he or she so wish, but will ensure that your vote is counted if you are unable to attend.
5. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the space provided next to the proxy holder's name, the number of Accrol 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, in the case of a corporate member, the full voting entitlement for each relevant designated account).
6. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different Accrol Shares you hold. You may not appoint more than one proxy to exercise rights attached to any one Accrol Share. To appoint more than one proxy, you may photocopy this form. Please indicate in the space provided next to the proxy holder's name the number of Accrol Shares in relation to which that proxy is authorised to act. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned together in the same envelope.
7. When two or more valid Forms of Proxy are received for the same Accrol Share for use at the General Meeting, the one which was executed last shall be treated as replacing and revoking the others as regards that Accrol Share. If the Company is unable to determine which of any such two or more valid Forms of Proxy was executed last, none of them shall be treated as valid in respect of that Accrol Share.
8. To direct your proxy how to vote on the Resolution mark the appropriate box with an 'X'. To withhold your vote on the 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 also vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the General Meeting.
9. To be valid, this Form of Proxy must be completed in accordance with these instructions and delivered (together with any power of attorney or other authority under which it is executed or an office or notorally certified copy or a copy certified in accordance with the Powers of Attorney Act 1971 of such power or authority) to the Company's registrar, Link Group, at PXS 1, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL by no later than 11.15 a.m. on 13 May 2024 (or in the case of an adjournment, no later than 48 hours (excluding any part of such 48-hour period that is not a Business Day) before the time and date set for the adjourned meeting).
10. This Form of Proxy must be signed by the member appointing the proxy or by the member's duly authorised attorney or, if the member is a corporation, this Form of Proxy must be executed under the corporation's seal or signed under the hand of its duly authorised officer or attorney or other person(s) authorised to sign it.
11. In the case of joint holders, the vote of the senior joint holder who tenders a vote will be accepted to the exclusion of the votes of any other joint holders. For these purposes, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
12. A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the General Meeting. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that it does not do so in relation to the same Accrol Shares.
13. 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 RA10 not later than 11.15 a.m. on 13 May 2024 (or in the case of an adjournment, no later than 48 hours (excluding any part of such 48-hour period that is not a Business Day) before the time and date set for the adjourned 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. Alternatively, members who prefer to register the appointment of their proxy electronically via the internet can do so through the Link Group website at <https://www.signalshares.com> where full instructions on the procedure are given. A proxy appointment made electronically will not be valid if sent to any address other than that provided or if received by Link Group after 11.15 a.m. on 13 May 2024 (or, in the case of an adjourned meeting, later than 48 hours prior to the time and date set for the adjourned meeting, excluding any part of such 48-hour period that is not a Business Day). Please note that any electronic communication found to contain a computer virus will not be accepted.
14. If you have any questions about this Form of Proxy, the General Meeting or how to complete this Form of Proxy or to appoint a proxy through CREST electronic proxy appointment service or online, please ring the Company's registrar, Link Group, on +44 (0) 371 664 0321. Calls are charged at the standard geographical rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. Phone lines are open between 9.00 a.m. and 5.30 p.m. Monday to Friday (excluding public holidays in England and Wales). Please note that Link Group cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.
15. Any alterations made in this Form of Proxy should be initialed by the person who signs it.
16. All references in this Form of Proxy to times are to London time unless otherwise stated.

PLEASE USE REPLY-PAID ENVELOPE PROVIDED