

# ATTENDANCE CARD

## ACCROL GROUP HOLDINGS PLC – COURT MEETING

By an order dated 15 April 2024 made in the matter of Accrol Group Holdings plc, the Court has granted permission for a meeting of the Scheme Shareholders to be convened (the “**Court Meeting**”) for the purpose of, and if thought fit, approving (with or without modification) a scheme of arrangement pursuant to Part 26 of the Companies Act 2006 (as amended) (the “**Scheme**”). The Court Meeting is to be held on 15 May 2024 at 11.00 a.m. at the offices of Addleshaw Goddard LLP at One St Peter’s Square, Manchester, M2 3DE.

If you wish to attend the Court 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 Court 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 Court 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 – COURT MEETING

Barcode:

Investor Code:

Event Code:

Court 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 11.00 a.m. 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 11.00 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 Court Meeting in Part VIII 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](http://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 Court Meeting or (see Note 2)

Name of Proxy

Number of Scheme Shares (see Notes 2 and 6)

as my/our proxy to exercise all or any of my/our rights on my/our behalf at the Court Meeting of the Company to be held on 15 May 2024 at 11.00 a.m. and at any adjournment thereof.

Please also tick here if you are appointing more than one proxy (see Note 7).

**IMPORTANT: If you wish to vote for the Scheme, sign your name in the box marked “FOR the Scheme”. If you wish to vote against the Scheme, sign your name in the box marked “AGAINST the Scheme”. Only insert your signature once. If you sign both boxes, or if you do not sign in either box, then this Form of Proxy will be invalid. Joint Scheme Shareholders should refer to Note 11.**

**FOR the Scheme**

**AGAINST the Scheme**

Signature

(see Notes 9 to 11)

Date

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

## Notes

1. 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. Full details of the resolution to be proposed at the Court Meeting are set out in the Notice of Court Meeting which is set out in Part VIII of the Scheme Document.
2. Only Scheme Shareholders, or their duly appointed representatives, are entitled to attend, speak and vote at the Court Meeting. A Scheme Shareholder may appoint one or more proxies (provided that each proxy is appointed to exercise rights attached to a different Scheme Share or Scheme Shares), who need not be Scheme Shareholders, to exercise all or any of their rights to attend, speak and vote on their behalf. Proxies may only be appointed using the procedures set out in this Form of Proxy. If you do not wish to appoint the chairman of the Court Meeting as your proxy, add in block capitals the name of your chosen proxy in the box entitled "Name of Proxy". If this box is left blank, the chairman of the Court Meeting will be your proxy. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box entitled "Number of Scheme Shares" the number of Scheme Shares in relation to which they are authorised to act as your proxy. If this box is left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or, if this Form of Proxy has been issued in respect of a designated account for a Scheme Shareholder, the full voting entitlement for that designated account). The Form of Proxy gives your proxy/ies full rights to attend, speak and vote. Any proxy appointed pursuant to this Form of Proxy will vote as indicated by this Form of Proxy on the Scheme. For any other business arising at the Court Meeting (including any procedural motion or resolution not listed in the notice of the Court Meeting) the proxy appointed pursuant to this Form of Proxy will vote at their sole discretion.
3. Only those Scheme Shareholders registered in the register of members of the Company as the holder of Scheme Shares at 6.00 p.m. on 13 May 2024 (or, in the event that the Court 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 Court Meeting as a Scheme Shareholder in respect of those Scheme Shares.
4. A Scheme Shareholder who is entitled to attend and vote at the Court Meeting is entitled to appoint another person, or two or more persons in respect of different 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 Court Meeting.
5. 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 Scheme Shareholder from attending and voting in person at the Court Meeting should he or she so wish, but will ensure that your vote is counted if you are unable to attend.
6. Please indicate how you wish to vote with a signature in either the box marked "FOR the Scheme" or the box marked "AGAINST the Scheme". Unless otherwise instructed, the person appointed as proxy will exercise their discretion as to how they vote or whether they abstain from voting on the resolution and on any other business (including amendments to the resolution and any procedural business, including any resolution to adjourn) which may come before the Court Meeting.
7. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different Scheme Shares you hold. You may not appoint more than one proxy to exercise rights attached to any one Scheme 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 Scheme 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.
8. When two or more valid Forms of Proxy are received for the same Scheme Share for use at the Court Meeting, the one which was executed last shall be treated as replacing and revoking the others as regards that 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 Scheme Share.
9. To be valid, the 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 notarially 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 11.00 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 Scheme Shareholder appointing the proxy or by the Scheme Shareholder's duly authorised attorney or, if the Scheme Shareholder 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 Scheme Shareholders, the vote of the senior joint Scheme Shareholder who tenders a vote will be accepted to the exclusion of the votes of any other joint Scheme Shareholders. 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 Scheme Shareholder, which is a corporation, may authorise a person or persons to act as its representative(s) at the Court 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 Scheme 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 11.00 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, Scheme Shareholders 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 11.00 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 a day which 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 Court 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**