

SOUTHMOOR ROAD. WYTHENSHAWE. MANCHESTER. M23 9DS. UK

**Form of Proxy**

1/We­­­­­­­­­­­­­­­­­­­­\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

PLEASE USE BLOCK LETTERS

of\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

being a member of the above-named company hereby appoint the Chairman of the meeting or (see notes 1 to 3)

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

of\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

as my/our proxy to vote for me/us on my behalf at the General Meeting of the Company to be held on 29 September 2022 at 12.15pm or as soon thereafter as the Company’s annual general meeting convened for the same date at 12.00 noon has completed and at any adjournment thereof and I/we direct the proxy to vote for me/us as indicated below.

Signed this­­­­­­­­­­­­\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_day of\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_2022

Signature\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_No. of shares held\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Please indicate below how you wish your vote to be cast by inserting an ‘X’ in the appropriate box. On receipt of this proxy duly signed, but without specific directions, the proxy will vote or abstain at his discretion.

|  |  |  |  |
| --- | --- | --- | --- |
|  | For | Against | Withheld |
| Resolution 1: To authorise the cancellation of the share premium account and capital redemption reserve  |  |  |  |

Notes:

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights to attend, speak and vote on their behalf at the GM. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided. If the proxy is being appointed to less than your full voting entitlement, please enter in the box next to the proxy holder’s name 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. To appoint more than one proxy, an additional proxy form or forms may be obtained by contacting the registrars of the Company, Share Registrars Limited on 01252 821390 during normal office opening hours or you may photocopy this form. Please indicate in the box next to the proxy holder’s name the number of shares in relation to which they are authorised to act as your proxy. 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 should be returned together in the same envelope.
3. If you wish to appoint a specified person as your proxy, please delete the words “the Chairman of the GM” and insert the full name of the proxy and initial the alteration. If no name is inserted, the Chairman of the GM will be your proxy.
4. The vote of the senior of joint holders who tenders a vote (whether in person or by proxy) shall be accepted to the exclusion of the vote(s) of other joint holder(s). For this purpose, the senior joint holder shall be the one whose name appears in the register of members first. In the case of joint holders only one needs to sign this form, but please state the names of all joint holders.
5. In the case of a corporate shareholder, this form should be validly executed on behalf of the company under its common seal or under the hand of a duly authorised officer or attorney.
6. A proxy must act in accordance with any instructions given by the appointing holder.
7. To be valid, this form of proxy must be:

• completed and signed;

• sent or delivered to Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX no later than 48 hours (excluding non-business days) prior to the GM. When returning this form of proxy you should also send any power of attorney or other authority (or a notarially certified copy thereof) under which it is signed.

• or in the case of CREST members, by utilising the CREST electronic proxy appointment service as per note 13 below.

1. Completion and return of this form of proxy will not prevent you from attending and voting at the GM.
2. Any alteration to this form should be initialled.
3. To be entitled to attend and vote at the GM (and for the purpose of determining the number of votes cast), members must be entered on the Company’s register of members not less than 48 hours (excluding non-business days) before the time set for the GM. This time will still apply for the purpose of determining who is entitled to attend and vote at the GM (and for the purpose of determining the number of votes cast) if the GM is adjourned from its scheduled time by 48 hours (excluding non-business days) or less. If the GM is adjourned for a longer period, members who wish to attend and vote at the GM must be entered on the Company’s register of members not less than 48 hours (excluding non-business days) before the time set for the adjourned GM.
4. The “vote withheld” option is provided to enable you to abstain on any particular 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” a resolution
5. Please refer to the notice of the Annual General Meeting for information on how to change or revoke your proxy instruction.
6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual.

CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a “CREST Proxy Instruction”) must be properly authenticated in accordance with CRESTCO Limited’s specifications and must contain the information required for such instructions, as described in the CREST Manual.

The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer’s agent **7RA36** by the latest time(s) for receipt of proxy appointments specified above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that CRESTCo Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of CREST by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.