

TCLARKE PLC (THE "COMPANY") – GENERAL MEETING

(Incorporated and registered in England and Wales under registration number 00119351)

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.

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To be held at 10.30 a.m. (London time) (or as soon as reasonably practicable thereafter as the Court Meeting shall have been concluded or adjourned) on 29 May 2024 at Canopy by Hilton, 11-15 Minories, London EC3N 1AX

Barcode:

Signature:



FORM OF PROXY – TCLARKE PLC (THE "COMPANY") – GENERAL MEETING

Barcode:

Event Code:

General Meeting (the "**General Meeting**") of the Company to be held on 29 May 2024 at Canopy by Hilton, 11-15 Minories, London EC3N 1AX at 10.30 am. (London time) (or as soon as reasonably practicable thereafter as the Court Meeting shall have been concluded or adjourned). Please read the notice of the General Meeting in the scheme document of the Company dated 2 May 2024 (the "**Scheme Document**") and the Notes overleaf before completing this form. **Please use a black pen.**

I/We, being (a) registered shareholder(s) of the Company, hereby appoint the Chair of the meeting or

Name of proxy

Number of shares proxy appointed over

as my/our proxy to attend, ask questions and vote on my/our behalf at the General Meeting and at any adjournment thereof. I/We have indicated with an 'X' how I/we wish my/our votes to be cast in respect of the resolution indicated below.

Please mark 'X' in the box opposite if this appointment is one of multiple appointments being made:

Please mark 'X' in the relevant box alongside the Special Resolution to indicate how you wish to vote (see Note 14 overleaf).

Special Resolution

To give effect to the Scheme, including but not limited to, authorising the directors of the Company (or a duly authorised committee of the directors) to take all such action as they may consider necessary or appropriate to ensure the Scheme becomes Effective, and to approve the amendments to the articles of association of the Company, as set out in the Notice of General Meeting contained in Part Ten of the Scheme Document.

To assist with arrangements, if you plan to attend the meeting, please place an 'X' in the box opposite:

For

Against

Vote withheld

Signature:

Date

You may submit your proxy electronically at www.signalshares.com

Please detach this portion of the Form of Proxy before posting. Please note this Form of Proxy must be signed and dated before being posted.

Please complete, sign and return this Form of Proxy whether or not you plan to attend the General Meeting.

Notes

1. Full details of the Special Resolution to be proposed at the General Meeting, with explanatory notes, are set out in the Notice of General Meeting which is set out in Part Ten of the Scheme Document. Before completing this Form of Proxy, please also read the section entitled 'Action to be taken' set out in the Scheme Document. Terms defined in the Scheme Document shall apply in this Form of Proxy unless the context otherwise requires.
2. The Special Resolution will be proposed as a special resolution. For the Resolution to pass by a majority of not less than seventy-five per cent. (75%) it is passed if members representing not less than seventy-five per cent. (75%) of the total voting rights of the members who (being so entitled to do so) vote in person, by proxy or in advance on the Resolution in favour of the Resolution.
3. **Shareholders are strongly encouraged to submit proxy appointments and instructions for the General Meeting as soon as possible using any of the methods (by post, online or electronically through CREST or Proximity) set out below. Shareholders are also strongly encouraged to appoint "the Chair of the meeting" as their proxy. If any other person is appointed as proxy, he or she will not be permitted to attend the General Meeting in person, but will be able to attend, submit written questions and vote at the General Meeting.**
4. Only Shareholders, or their duly appointed representatives, are entitled to attend, speak and vote at the General Meeting. To appoint as a proxy a person other than the Chair of the meeting, insert their full name in the box provided. If you leave this box blank, you will be deemed to have appointed the Chair of the meeting as your proxy. A proxy need not be a Shareholder. You can also appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by you. The following options are available:
 - (a) To appoint the Chair of the meeting as your sole proxy in respect of all your shares, simply fill in any voting instructions in the appropriate box and sign and date the Form of Proxy.
 - (b) To appoint a person other than the Chair of the meeting as your sole proxy in respect of all of your shares, delete the words 'the Chair of the meeting or' and insert the name of your proxy in the space provided, then fill in any voting instructions in the appropriate box and sign and date the Form of Proxy.
 - (c) To appoint more than one proxy, you may photocopy this form or contact the Company's Registrar, Link Group (the "Registrar") for further WHITE Forms of Proxy via the shareholder helpline detailed at Note 10. 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 by marking an 'X' in the box provided. If you wish to appoint the Chair of the meeting as one of your multiple proxies, simply write 'the Chair of the meeting'. All forms must be signed and should be returned together in the same envelope. Please ensure that all of the multiple Forms of Proxy in respect of one registered holding of shares are sent to the Registrar, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL so as to be received as soon as possible and in any event by no later than the times indicated in Note 9 for receipt of Forms of Proxy.
 - (d) If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box entitled 'Number of shares proxy appointed over' the number of shares in the Company 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 member, the full voting entitlement for that designated account).
5. The Form of Proxy gives your proxy/ies full rights to attend, ask questions and vote. If you wish to restrict the rights of your proxy/ies, please cross out the words 'ask questions' and/or 'vote' as you feel appropriate.
6. Proxies may be lodged electronically using the Signal Shares share portal service at www.signalshares.com where full instructions are given. Your Investor Code, which can be obtained by signing in to www.signalshares.com, will be required.
7. Shares held in uncertificated form (i.e., in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST Manual. 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 RA10) by no later than the times indicated in Note 9. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST Application Host) 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.
8. If you are an institutional investor you may also be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to www.proximity.io.
9. To be valid, the Form of Proxy, and any other power of attorney or other authority under which it is executed (or duly certified copy of any such power or authority), must either be (a) sent by post to the Registrar, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL; (b) lodged electronically using the Signal Shares share portal service at www.signalshares.com; (for uncertificated holders only) (c) lodged using the CREST electronic proxy appointment service in accordance with the procedures set out in the CREST Manual; or (d) if you are an institutional investor you may also be able to appoint a proxy electronically via the Proximity platform in each case, so as to arrive as soon as possible and in any event no later than 10:30 a.m. (London time) on 24 May 2024 or, if the General Meeting is adjourned, 48 hours (excluding any day which is not a Business Day) before the time fixed for the adjourned General Meeting. A stamp is not required if posted in the UK or the Channel Islands. A proxy appointment made electronically will not be valid if sent to any address other than that provided. Please note that any electronic communication found to contain a computer virus will not be accepted.
10. **If you have any questions about the Scheme Document or the General Meeting or are in any doubt as to how to complete this Form of Proxy or to submit your proxies electronically you can call the Registrar on the shareholder helpline: +44 (0) 371 664 0300.** Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open 9.00 a.m. – 5.30 p.m., Monday to Friday (excluding public holidays in England and Wales). The helpline cannot provide advice on the merits of the Acquisition or the Scheme nor give any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.
11. This Form of Proxy (i) in the case of an individual, must either be signed by the appointor or his or her attorney; and (ii) in the case of a corporation, must be either given under its common seal or be signed on its behalf by an attorney or a duly authorised officer of the corporation. Any signature on or authentication of such appointment need not be witnessed. Where an appointment of a proxy is signed on behalf of the appointor by an attorney, the power of attorney or a copy thereof certified notarially or in some other way approved by the Director must (failing previous registration with the Company) be submitted to the Company at the same time as the Form of Proxy or otherwise on or before the specified time by the Form of Proxy is to be returned, failing which the appointment may be treated as invalid.
12. The Form of Proxy is for use in respect of the shareholder account specified above only and should not be amended or submitted in respect of a different account. If you have appointed a proxy and attend the General Meeting your proxy appointment will automatically be terminated.
13. Completion and return of the Form of Proxy, or the appointment of a proxy electronically or through CREST or Proximity, will not preclude you from attending and voting in person at the General Meeting, should you subsequently decide to do so.
14. Please indicate with an 'X' in the relevant box how you wish your vote to be cast on the Special Resolution. The 'Vote Withheld' option is to enable you to abstain on the Special Resolution. Such a vote is not a vote in law and will not be counted in the votes 'For' and 'Against' the Special Resolution. Unless otherwise instructed, the person appointed as your proxy may vote as he or she sees fit or abstain in relation to any business of the General Meeting (including any amendments to the Special Resolution, the Special Resolution itself and any procedural business, including any resolution to adjourn) which may come before the General Meeting.
15. Entitlement to attend and vote (or by proxy) at the General Meeting and the number of votes which may be cast thereat will be determined by reference to the register of members of the Company (the "Registrar") at close of business on 24 May 2024, or, if the General Meeting is adjourned, close of business on the date which is two Business Days before the date set for such adjourned General Meeting. Changes to entries on the Register after that time shall be disregarded in determining the rights of any person to attend and vote at the General Meeting.
16. In the case of joint holders, any one holder may vote. If more than one holder is present at the General Meeting, or purports to appoint a proxy, only the vote of, or appointment made by, the senior holder will be accepted, seniority being determined by the order in which the names stand in the Register in respect of the joint holding.
17. 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 shares.
18. Neither the death nor the incapacity of a member who has appointed a proxy, nor the revocation or termination by a member of the appointment of a proxy (or of the authority under which the appointment was made), shall invalidate the proxy or the exercise of any of the rights of the proxy thereunder, unless notice of such death, incapacity, revocation or termination shall have been received by the Company at the address specified for receipt of the Forms of Proxy not less than 48 hours (excluding any day which is not a Business Day) before the commencement of the General Meeting (or adjournment thereof).
19. You may not use any electronic address provided either in this Form of Proxy, in the notice of General Meeting or in any related documents to communicate with the Company for any purposes other than those expressly stated.
20. Overleaf is how your address appears on the Register. If this information is incorrect, please contact the Registrar to request a change of address form on the shareholder helpline detailed at Note 10.
21. Any alterations made in this Form of Proxy should be initialed by the person who signs it.



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