

# ATTENDANCE CARD SONDREL (HOLDINGS) PLC ("COMPANY") – GENERAL MEETING

(incorporated in England and Wales with registered number 07275279)

The General Meeting will start at 10.00 a.m. (UK time) and is being held on 30 May 2024 at Sondrel House, Theale Lakes Business Park, Moulden Way, Sulhamstead, Reading, RG7 4GB.

**If you plan to attend the General Meeting, please bring this card with you. This card will be used to show that you have the right to attend, speak and vote at the General Meeting.**

Perivan.com 268542

Bar Code:

Signature of person attending

Investor Code:

## FORM OF PROXY SONDREL (HOLDINGS) PLC ("COMPANY") – GENERAL MEETING

(incorporated in England and Wales with registered number 07275279)

Bar Code:

Investor Code:

Event Code:

Form of proxy for use at a general meeting of the Company to be held at Sondrel House, Theale Lakes Business Park, Moulden Way, Sulhamstead, Reading, RG7 4GB at 10.00 a.m. (UK time) on 30 May 2024 ("General Meeting").

Capitalised terms used in this form of proxy shall have the meanings given to them in the circular to shareholders issued by the Company dated 14 May 2024 to which this form of proxy relates, save where otherwise specified.

**Before completing this form of proxy, please read the explanatory notes below (the "Notes").**

I/We being a member of the Company appoint the chairman of the General Meeting or the following person as my/our proxy to attend, speak and vote on my/our behalf at the General Meeting of the Company to be held on 30 May 2024 at 10:00 a.m. and at any adjournment of the General Meeting (see note 3 of the Notes):

Name of proxy

Number of Ordinary Shares

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'.

If you wish to appoint multiple proxies, please see note 4 of the Notes. Please tick here if you are appointing more than one proxy:

### RESOLUTIONS ORDINARY RESOLUTIONS

1. THAT the waiver granted by the Panel on Takeovers and Mergers of the obligation that would otherwise arise on Rox Equity Partners Limited to make a general offer to the shareholders of the Company pursuant to Rule 9 of the Takeover Code as a result of the issue to them of up to 100,000,000 new ordinary shares of £0.001 each in the share capital of the Company in accordance with the Rox Loan Agreements, the Rox Subscription Letter and the Additional Fundraising, as described in the Circular, be and is hereby approved.

For  
Against  
Vote withheld

2. THAT the directors of the Company ("Directors") be generally and unconditionally authorised in accordance with section 551 of the Act, in addition to any existing authorities (and without prejudice to any allotment of shares or grant of rights to subscribe for, or to convert any security into, shares in the Company already made, offered or agreed to be made pursuant to such existing authorities), to exercise all powers to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £15,000, in connection with the Additional Fundraising or any other equity fundraising which the Directors may pursue in the event that Rox does not proceed with the Additional Fundraising.

### SPECIAL RESOLUTION

3. THAT, conditional upon the passing of Resolution 2 and in addition to any existing authority and without prejudice to any subsisting like authority, the Directors be generally empowered pursuant to section 570 of the Act, in addition to all existing authorities, to allot equity securities of the Company (as defined in section 560 of the Act) for cash as if section 561(1) of the Act did not apply to any such allotment, provided that this power is limited to the allotment of equity securities up to an aggregate nominal amount of £15,000, in connection with the Additional Fundraising or any other equity fundraising which the Directors may pursue in the event that Rox does not proceed with the Additional Fundraising (pursuant to the general authority conferred on them by Resolution 2 above (as varied from time to time by the Company in general meeting)).

Signature

Date

If signing on behalf of a company, please enter the company name below in block capitals and state your official capacity.

Company Name

Official Capacity

#### EXPLANATORY NOTES – FORM OF PROXY

1. As a member of the Company you are entitled to appoint a proxy or proxies to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes. If the proxy is being appointed in relation to part of your holding only, please enter in the box next to the proxy's name the number of shares in relation to which they are authorised to act as your proxy. If this box is left blank they will be authorised in respect of your full voting entitlement.
2. Appointment of a proxy does not preclude you from attending the General Meeting and voting in person. If you have appointed a proxy and attend the General Meeting in person, your proxy appointment will automatically be terminated.

#### APPOINTMENT

3. A proxy does not need to be a member of the Company but must attend the General Meeting to represent you. If you wish to appoint a proxy other than the chairman of the General Meeting, insert their full name in the box. If you leave this space blank, the chairman of the General Meeting will be appointed your proxy. Where you appoint as your proxy someone other than the chairman, you are responsible for ensuring that they attend the General Meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the chairman and give them the relevant instructions directly.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, additional proxy forms may be obtained by contacting the Company's registrar, Link Group by emailing [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk), calling on 0371 664 0391, or by post at Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL. 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. Link Group are open between 09:00 a.m. – 17:30 p.m., Monday to Friday excluding public holidays in England and Wales.
5. If you are appointing more than one proxy, 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 and indicate by ticking the relevant box that the proxy appointment is one of multiple appointments being made.  
**Multiple proxy appointments should be returned together in the same envelope.**
6. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

#### VOTING DIRECTIONS

7. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a 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 vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the General Meeting, including a motion to adjourn.**

#### RETURNING YOUR FORM OF PROXY

8. To appoint a proxy using this form, the form must be:
  - Completed and signed;
  - Sent or delivered to the Company's registrar, Link Group at Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL; and
  - Received by Company's registrar, Link Group no later than 10:00 a.m. on 28 May 2024 (or, in the case of an adjournment of the General Meeting, not less than 48 hours before the time fixed for the holding of the adjourned General Meeting (at the discretion of the Directors, excluding any part of a day that is not a working day)).

9. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form in the same envelope.

#### ELECTRONIC PROXY VOTING

10. As an alternative to completing this hard-copy proxy form, you can appoint a proxy electronically by using the link [www.signalshares.com](http://www.signalshares.com). You can use this service to vote or appoint a proxy electronically by logging into their Signal Shares account or register if they have not previously done so.
11. Alternatively, you may submit your vote electronically via LinkVote+ which is a free app for smartphone and tablet provided by Link Group. It offers shareholders the option to submit a proxy appointment quickly and easily online, as well as real-time access to their shareholding records. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below:

Apple App Store



GooglePlay



12. 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 Company's Registrar, Link Group. For further information regarding Proximity, please go to [www.proximity.io](http://www.proximity.io). Your proxy must be lodged by 10:00 a.m. on 28 May 2024 in order to be considered valid or, if the General Meeting is adjourned, by the time which is 48 hours before the time of the adjourned General Meeting excluding any part of a day that is not a working day. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proximity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.
13. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by the Company's Registrar, Link Group, by 10:00 a.m. on 28 May 2024 (or, in the case of an adjournment of the General Meeting, not less than 48 hours before the time fixed for the holding of the adjourned General Meeting (at the discretion of the Directors, excluding any part of a day that is not a working day)).
14. 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. For details of how to change your proxy instructions or revoke your proxy appointment, see the notes to the notice of General Meeting included in the Circular.
15. For an electronic proxy appointment to be valid, your appointment must be lodged/submitted electronically by no later than 10:00 a.m. on 28 May 2024 (or, in the case of an adjournment of the General Meeting, not less than 48 hours before the time fixed for the holding of the adjourned General Meeting (at the discretion of the Directors, excluding any part of a day that is not a working day)).

#### ELECTRONIC ADDRESS

16. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.

**Please return using the PXS 1 reply paid envelope enclosed**