

ATTENDANCE CARD

U AND I GROUP PLC (the "Company") – COURT MEETING (Company number: 01528784)



SPECIMEN

BUSINESS AND PROPERTY COURTS OF
ENGLAND AND WALES
COMPANIES COURT (ChD)
CASE NO CR-2021-001901
IN THE MATTER OF U AND I GROUP PLC
AND IN THE MATTER OF THE COMPANIES
ACT 2006

The Court (the "Court Meeting") of the holders of the Scheme Shares as defined in the Scheme Document issued on 15 November 2021 to be held at the offices of Bryan Cave Leighton Paisner LLP, Governor's House, 5 Laurence Pountney Hill, London EC4R 0BR, United Kingdom on 7 December 2021 at 10.00 a.m.

Signature of person attending

Barcode:

IVC Code:

FORM OF PROXY – U AND I GROUP PLC – COURT MEETING

Form of Proxy for use at the meeting convened by the Court (the "Court Meeting") of the holders of the Scheme Shares as defined in the Scheme Document issued on 15 November 2021 to be held at the offices of Bryan Cave Leighton Paisner LLP, Governor's House, 5 Laurence Pountney Hill, London EC4R 0BR, United Kingdom on 7 December 2021 at 10.00 a.m.

Barcode:

IVC Code:

Event Code:

I/We

of

(full name(s) in block capitals)

(address in block capitals)

hereby appoint

1. the chair of the Court Meeting (the "Chair") (see note 3) **or** 2.

(name and address of proxy in block capitals)

as my/our proxy to attend, vote and speak for me/us and on my/our behalf at the Court Meeting to be held on 7 December 2021 at 10.00 a.m. and at any adjourned meeting for the purposes of considering, and if thought fit, approving (with or without modification) the proposed Scheme (as defined in the Scheme Document and referred to in the notice convening the Court Meeting and at such meeting, or any adjournment thereof, to vote for me/us and in my/our name(s) for the Scheme (either with or without modification, as my/our proxy may approve) or against the Scheme as indicated below.

In respect of the number of shares specified in the following box (if less than your full voting entitlement):

Please mark an "X" inside the following box if this proxy appointment is one of multiple appointments being made:

Please sign only **ONE** of the boxes below.

IMPORTANT: If you wish to vote for the Scheme, sign the box marked "FOR the Scheme", or if you wish to vote against the Scheme, sign the box marked "AGAINST the Scheme". If you sign both boxes, or if you do not sign either, then this form of proxy will be invalid.

FOR the Scheme (*Signature*)

AGAINST the Scheme (*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

- 1 Full details of the resolution to be proposed at the Court Meeting, with explanatory notes, are set out in the shareholder circular made available to members of the Company on 15 November 2021 (the "**Scheme Document**") and can be accessed at <https://www.uandiplc.com/>. All capitalised but undefined terms in this Form of Proxy and these notes shall have the meaning as set out in the Scheme Document.
- 2 The completion and return of this Form of Proxy (or transmission of a proxy appointment or voting instruction electronically, through CREST or by any other procedure described in the Scheme Document) will not prevent you from attending, asking questions (and/or raising objections) and voting at the Court Meeting, either in person (subject to any COVID-19 restrictions in force at the time) or remotely via the Virtual Meeting Platform, if you are entitled to and wish to do so.
- 3 You are entitled to appoint one or more proxies to exercise all or any of your rights to attend and to speak and vote on your behalf at the meeting. A proxy need not be a shareholder of the Company but must attend the meeting. You can only appoint a proxy using the procedures set out in these notes.
- 4 Only those shareholders entered on the register of members of the Company at 6.00 p.m. on 3 December 2021 or, in the event that the meeting is adjourned, in the register of members of the Company at 6.00 p.m. on the day two days before the date of any adjourned meeting (excluding non-business days), shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at that time. Changes to the entries on the register of members after this time shall be disregarded in determining the rights of any person to attend and vote at the meeting or any adjourned meeting.
- 5 To appoint a person other than the Chair of the meeting as a proxy, insert their full name (in block capitals) in the box. **If you sign and return this Form of Proxy with no name inserted in the box, the Chair of the meeting will be deemed to be your proxy.**
- 6 To direct your proxy how to vote on the resolution sign your name in the appropriate box. If no voting indication is given, this form will be invalid. 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 meeting.
- 7 You may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. If you wish to appoint more than one proxy, each proxy must be appointed on a separate form of proxy. To appoint more than one proxy or to obtain further forms of proxy, you should contact the Company's Registrars, Link Group, on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. If you are outside the United Kingdom, please call +44 (0) 371 664 0300. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 a.m. to 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Alternatively, you may photocopy this form of proxy as required. Please ensure that for each proxy appointed in this way, you fill in, alongside the proxy's details, the number of shares in respect of which each proxy is appointed. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box provided 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 Form of Proxy has been issued in respect of a designated account for a member, the full voting entitlement for that designated account).
- 8 It is requested that this Form of Proxy (together with the power of attorney or other authority (if any) under which it is signed, or a certified copy, or notarially authenticated copy if executed outside the UK, of such power or authority) be received by post, by hand or by courier by the Company's Registrars, Link Group, at the following address: Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL by 10.00 a.m. on 3 December 2021 (or, in the case of an adjournment, not later than 48 hours (excluding non-business days) before the time fixed for holding the adjourned meeting). In the UK postage on the Form of Proxy is pre-paid. Outside the UK, the appropriate postage must be paid. Forms of Proxy not so lodged may be handed to the Chair of the Court Meeting or the Registrar at the Court Meeting before the taking of the poll and will still be valid.
- 9 Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the Court Meeting and the number of votes which may be cast thereat will be determined by reference to the register of members of the Company at 6.00 p.m. on 3 December 2021 (or, if the Court Meeting is adjourned, at 6.00 p.m. on the date which is not later than 48 hours (excluding any part of a day that is not a working day) prior to the date set for the adjourned meeting). Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the Court Meeting. 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 number RA 10) not later than 48 hours (excluding any part of a day that is not a working day) before the time appointed for holding the Court Meeting. 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. 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.
- 10 You may also submit your proxy vote electronically through the share portal service at www.signalshares.com
- 11 In the case of a shareholder which is a company, this Form of Proxy must be executed under a common seal or the hand of an officer or attorney duly authorised in writing. Any power of attorney or any other authority under which this Form of Proxy is signed (or a duly certified, or notarially authenticated copy if executed outside the UK, copy of such power or authority) must be included with the Form of Proxy.
- 12 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).
- 13 If you have appointed a proxy and attend and vote at the meeting in person, your proxy appointment will automatically be terminated. 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.
- 14 A shareholder may change a proxy instruction but to do so you will need to contact the Company's Registrars, Link Group. The revocation notice must be received by Link Group no later than 10.00 a.m. on 3 December 2021 (or, in the event of an adjournment, no later than 48 hours (excluding non-business days) before the time fixed for holding the adjourned meeting). If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person or hand a replacement Form of Proxy to the Chair of the Court Meeting or the Registrars at the Court Meeting before taking the poll.
- 15 This Form of Proxy must be signed in order to be valid. Any amendments to this Form of Proxy must be initialled.
- 16 You may not use any electronic address provided in this Form of Proxy to communicate with the Company for any purposes other than those expressly stated.
- 17 If you have any queries on the Form of Proxy please contact the Registrar, Link Group by phone on 0371 664 0300 from inside the UK or +44 (0) 371 664 0300 from outside the UK or by submitting a request in writing to Link Group, 10th Floor, 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. Lines will be open between 9:00 a.m. to 5:30 p.m., Monday to Friday excluding public holidays in England and Wales. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Acquisition or the Scheme nor give any financial, legal or tax advice.

ATTENDANCE CARD

U AND I GROUP PLC (the "Company") – GENERAL MEETING (Company number: 01528784)



SPECIMEN

The General Meeting of the Company to be held at the offices of Bryan Cave Leighton Paisner LLP, Governor's House, 5 Laurence Pountney Hill, London EC4R 0BR, United Kingdom on 7 December 2021 at 10.15 a.m. (or as soon thereafter as the Court Meeting shall have concluded or been adjourned).

Signature of person attending

Barcode:

IVC Code:

FORM OF PROXY – U AND I GROUP PLC – GENERAL MEETING

Form of Proxy for use at the General Meeting of the Company to be held at the offices of Bryan Cave Leighton Paisner LLP, Governor's House, 5 Laurence Pountney Hill, London EC4R 0BR, United Kingdom on 7 December 2021 at 10.15 a.m. (or as soon thereafter as the Court Meeting shall have concluded or been adjourned).

Barcode:

IVC Code:

Event Code:

I/We

of

(full name(s) in block capitals)

(address in block capitals)

hereby appoint

1. the chair of the General Meeting (the "Chair") (see note 3) **or** 2.

(name and address of proxy in block capitals)

as my/our proxy to attend, speak and vote on my/our behalf at the General Meeting to be held on 7 December 2021 at 10.15 a.m. (or as soon thereafter as the Court Meeting shall have concluded or been adjourned) and at any adjournment thereof.

In respect of the number of shares specified in the following box (if less than your full voting entitlement):

Please mark an "X" inside the following box if this proxy appointment is one of multiple appointments being made:

I/We wish my/our proxy to vote as indicated below in respect of the Resolution to be proposed at the General Meeting. Please indicate which way you wish your proxy to vote by ticking the appropriate box alongside the Resolution. Unless otherwise instructed, the proxy may vote as he or she sees fit or abstain in relation to any other business of the General Meeting, or any adjournment thereof.

The proxy is instructed to vote on the Resolution as indicated below.

SPECIAL RESOLUTION

1(a) To approve the Scheme and authorise the directors to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect; and

1(b) To amend the articles of association of the Company to adopt new Article 154

For	Against	Vote Withheld
X	X	X

Signature

Date

Notes

- 1 Full details of the resolution to be proposed at the General Meeting, with explanatory notes, are set out in the shareholder circular made available to members of the Company on 15 November 2021 (the "**Scheme Document**") and can be accessed at <https://www.uandiplc.com/>. All capitalised but undefined terms in this Form of Proxy and these notes shall have the meaning as set out in the Scheme Document.
- 2 The completion and return of this Form of Proxy (or transmission of a proxy appointment or voting instruction electronically, through CREST or by any other procedure described in the Scheme Document) will not prevent you from attending, asking questions and voting at the General Meeting, either in person (subject to any COVID-19 restrictions in force at the time) or remotely via the Virtual Meeting Platform, if you are entitled to and wish to do so.
- 3 You are entitled to appoint one or more proxies to exercise all or any of your rights to attend and to speak and vote on your behalf at the meeting. A proxy need not be a shareholder of the Company but must attend the meeting. You can only appoint a proxy using the procedures set out in these notes.
- 4 Only those shareholders entered on the register of members of the Company at 6.00 p.m. or, in the event that the meeting is adjourned, in the register of members of the Company at 6.00 p.m. on the day two days before the date of any adjourned meeting (excluding non-business days), shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at that time. Changes to the entries on the register of members after this time shall be disregarded in determining the rights of any person to attend and vote at the meeting or any adjourned meeting.
- 5 To appoint a person other than the Chair of the meeting as a proxy, insert their full name (in block capitals) in the box. **If you sign and return this Form of Proxy with no name inserted in the box, the Chair of the meeting will be deemed to be your proxy.**
- 6 To direct your proxy how to vote on the Resolution mark the appropriate box with an 'X'. 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 meeting.
- 7 The 'vote withheld' option is to enable you to abstain on the Resolution. However, it should be noted that a vote withheld is not a vote in law and will not be counted in the proportion of votes 'for' and 'against' the Resolution. If no voting indication is given, your proxy will vote, or abstain from voting, as he or she thinks fit.
- 8 You may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. If you wish to appoint more than one proxy, each proxy must be appointed on a separate form of proxy. To appoint more than one proxy or to obtain further forms of proxy, you should contact the Company's Registrars, Link Group, on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. If you are outside the United Kingdom, please call +44 (0) 371 664 0300. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 a.m. to 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Alternatively, you may photocopy this form of proxy as required. Please ensure that for each proxy appointed in this way, you fill in, alongside the proxy's details, the number of shares in respect of which each proxy is appointed. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box provided 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 Form of Proxy has been issued in respect of a designated account for a member, the full voting entitlement for that designated account).
- 9 To be valid, this Form of Proxy (together with the power of attorney or other authority (if any) under which it is signed, or a certified copy, or notarially authenticated copy if executed outside the UK, of such power or authority) must be received by post, by hand or by courier by the Company's Registrars, Link Group, at the following address: Link Group, PXS 1, Central Square, Wellington Street, Leeds, LS1 4DL by 10.15 a.m. on 3 December 2021 (or, in the case of an adjournment, not later than 48 hours (excluding non-business days) before the time fixed for holding the adjourned meeting). In the UK postage on the Form of Proxy is pre-paid. Outside the UK, the appropriate postage must be paid.
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- 11 You may also submit your proxy vote electronically through the share portal service at www.signalshares.com.
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- 13 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).
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