

Form of Proxy

For use at the General Meeting to be held on 30 June 2025 at 1:00 p.m. (or as soon thereafter as the AGM has been concluded or adjourned, if later) at Hotel & Conference Centre, London Heathrow, Meeting Room - Earhart, Building A, Bath Rd, Heathrow Blvd, Sipson, West Drayton UB7 0DU.

Please read the Notice of General Meeting in Part 5 of the circular dated 6 June 2025 (the “Circular”) accompanying this form of proxy and the notes overleaf before completing this form.

I/We
(in BLOCK CAPITALS)

of
being a member/members of the above named Company HEREBY APPOINT the Chair of the Meeting
(see note 4 overleaf)

.....
as my/our proxy to exercise all or any of my/our rights to attend, speak and vote on my/our behalf at the General Meeting of the Company to be held on 30 June 2025 at 1:00 p.m. and at any adjournment thereof and in respect of the resolutions set out in the Notice of the General Meeting at Part 5 of the Circular to vote as indicated below.

Number of shares proxy appointed over
(please leave box empty if you wish to appoint a proxy in relation to all of your shares)

Please tick here if this proxy appointment is one of multiple appointments being made ☐

- | | For | Against | Vote Withheld |
|--|--------------------------|--------------------------|--------------------------|
| 1. To approve the Acquisition Waiver Resolution (see Note 2). | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To approve the allotment of the New Ordinary Shares. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Subject to Resolution 1 and the buyback authority being passed at the annual general meeting of the Company, to approve the Buyback Waiver Resolution (see Note 2). | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Signature:Dated..... 2025.

Upon completion please return this Form of Proxy to the Company’s Registrar at the following address to arrive no later than 1:00 p.m. on 26 June 2025: MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL.

Notes

1. Full details of the resolutions to be proposed is set out in the Notice of General Meeting (such notice being contained in the Circular).
2. The purpose of Resolutions 1 and 3 is to approve the waiver of any requirement under Rule 9 of the City Code on Takeovers and Mergers (the “Code”) on the Concert Party (as defined in the Circular) to make a mandatory general offer to the shareholders of the Company in the circumstances described in the Circular. In accordance with the requirements of the Code, the Concert Party may not vote in respect of such resolution.
3. All resolutions at the General Meeting will be decided by poll.
4. This form enables you to instruct your proxy how to vote, on a poll, on the resolution to be proposed at the meeting. If you want your proxy to vote in a certain way on the resolution specified please place an ‘X’ in the relevant box. Unless otherwise instructed, your proxy will exercise their discretion as to whether and, if so, how to vote and will exercise their discretion as to any other business and any procedural matters, including a resolution to adjourn, which may come before the General Meeting. The “Vote Withheld” option is provided 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 calculation of the proportion of the votes “For” and “Against” a resolution.
5. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as their proxy to exercise all or any of their rights to attend, speak and vote at the meeting, provided each proxy is appointed to exercise rights in respect of different shares. The appointment of the Chair as proxy has been included for convenience. If you wish to appoint any other person or persons as proxy or proxies delete the words “the Chair of the Meeting” and add the name and address of the proxy or proxies appointed. If you do not delete such words and you purport to appoint a proxy or proxies, the Chair shall not be entitled to vote as proxy. If your proxy is being appointed in relation to less than your full voting entitlement, the number of shares in respect of which each such proxy is to vote must be specified in the box provided. If such box is left blank, a proxy shall be deemed to be entitled to vote in respect of all the shares in the relevant holding.
6. To appoint more than one proxy, additional forms may be obtained by contacting the Company’s Registrar, MUFG Corporate Markets on 0371 664 0391 and +44 (0) 371 664 0391 (international). 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 between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales. Alternatively, you can email MUFG Corporate Markets at shareholderenquiries@cm.mpms.mufg.com. The number of shares in respect of which each such proxy is to vote must be specified on the relevant form.
7. In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated and the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the shares.
8. A corporation must execute this form either under its common seal or under the hand of an officer or attorney duly authorised in writing.
9. To be entitled to attend, speak and vote at the General Meeting (and for the purpose of determining the number of votes they may cast), shareholders must be entered on the Company’s register of members at close of business on 26 June 2025. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend, speak and vote at the General Meeting.
10. Returning the Form of Proxy will not prevent you from attending the meeting and voting in person.
11. To be valid, this Form of Proxy and any power of attorney or authority under which it is signed (or a duly certified copy of such power or authority) must be returned and received by the Company’s Registrar, MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL no later than 1:00 p.m. on 26 June 2025 (or, in the event of an adjournment, not less than 48 hours before the time appointed for holding the adjourned General Meeting (not taking into account any part of a day that is not a working day)). As an alternative to completing this hard-copy Proxy form, shareholders can also vote via [www.pinewoodshares.com](http://pinewoodshares.com) or via the VOTE+ app and if you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform. For further information regarding Proxymity, please go to www.proxymity.io and refer to the notice of meeting. In order for an electronic proxy to be valid must be lodged by no later than 1:00 p.m. on 26 June 2025 (or, in the event of an adjournment, not less than 48 hours before the time appointed for holding the adjourned General Meeting (not taking into account any part of a day that is not a working day)). 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 Euroclear’s specifications, and must contain the information required for such instruction, as described in the CREST manual (available via www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or is 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 MUFG Corporate Markets by no later than 1:00 p.m. on 26 June 2025.
12. 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.