

ATTENDANCE CARD

SMOOVE plc

FORM OF PROXY

Court Meeting

Please detach and bring this card with you if you attend the Court Meeting



Shareholder Reference Number (SRN)

Attendance

By an order dated 13 October 2023 made in the matter of Smoove plc (the **Company**), the Court has granted permission for a meeting of the Scheme Shareholders (as defined in the scheme document of the Company dated 16 October 2023 (the **Scheme Document**)) to be convened for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement pursuant to Part 26 of the Companies Act 2006 (as amended) (the **Scheme**) between the Company and the holders of Scheme Shares (as defined in the Scheme Document) and that such meeting shall be held at the offices of Cavendish Securities at 1 Bartholomew Close, London, EC1A 7BL on 14 November 2023 at 11.00 a.m. (the **Court Meeting**).

Please read the Notice of Court Meeting in Part 10 of the Scheme Document and the notes before completing this proxy form.

Signature of person attending

+ SMOOVE plc (the Company) FORM OF PROXY

+

Shareholder Reference Number (SRN)

I/We, the undersigned, being a registered shareholder/registered shareholders of the Company and entitled to vote at the Court Meeting, hereby appoint the Chairman of the Court Meeting,

or

(Please complete name of proxy in block capitals if not appointing Chairman of the Court Meeting (see note 6))

(Number of shares held)

(Number of shares in respect of appointment (see note 12))

as my/our proxy to exercise all or any of my/our rights to attend the Court Meeting and submit written questions and/or any objections and vote in respect of my/our voting entitlement for me/us and on my/our behalf at the Court Meeting of the Company to be held on 14 November 2023 and at any adjournment of it. I/We wish my/ our proxy to vote as indicated on this form. Unless otherwise instructed, my/our proxy may vote as he or she sees fit or abstain in relation to any business other than the resolution to approve the Scheme which may come before the Court Meeting.

Please tick here to indicate that this proxy appointment is one of multiple appointments being made. On the appointment of more than one proxy, please refer to explanatory note 12.

Please sign ONE of the boxes below.

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

FOR the Scheme

Signature

AGAINST the Scheme

Signature

This card should not be used for comments, change of address or queries. Please send a separate letter.

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

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

Meeting arrangements

Proxy form – Explanatory Notes

- 1 Full details of the resolution to be proposed at the Court Meeting, with explanatory notes, are set out in the scheme document made available to members of the Company on 16 October 2023 (the **Scheme Document**). All capitalised but undefined terms in this Form of Proxy and these Explanatory Notes shall have the meaning as set out in the Scheme Document. Any amendments made to this document should be initialled.
- 2 The Court has appointed Martin Rowland or, failing him, any other director of the Company to act as Chairman of the Court Meeting and has directed the Chairman to report the result of the Court Meeting to the Court.

Entitlement to attend, speak and vote

- 3 In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, Scheme Shareholders must be entered on the relevant register of members of the Company at 6.30 p.m. on 10 November 2023 or, in the event that the meeting is adjourned, in the register of members at 6.30 p.m. on the day which is two days (excluding non-working days) before the date of any adjourned meeting, to be entitled to attend, speak and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of members after the relevant time shall be disregarded in determining the rights of any person to attend and vote at the meeting or any adjourned meeting.

Appointment of proxies

- 4 **It is important that, for the Court Meeting, as many votes as possible are cast so that the Court may be satisfied that there is a fair representation of the opinion of Scheme Shareholders. You are therefore strongly urged to complete, sign and return your Form of Proxy (or appoint a proxy online or through the CREST electronic proxy appointment service) as soon as possible.**
- 5 A holder of Smoove Shares entitled to attend and vote at the meeting is also entitled to appoint one or more proxies to exercise all or any of his rights to attend, speak and vote on their behalf at the meeting.

Sending Forms of Proxy by post or by hand

- 6 Whether or not you intend to attend the Court Meeting, you are strongly encouraged to complete and return this Form of Proxy. Please indicate how you wish your vote to be cast by signing in the appropriate box. Unless otherwise instructed, the person appointed as a proxy will exercise his/ her discretion as to how he/she votes or whether he/she abstains from voting on the resolutions and on any other business, which may come before the Court Meeting. In the event that you wish to appoint a person other than the Chairman of the meeting as your proxy, delete the reference to the Chairman and insert the name and address of the person you wish to appoint in the space provided. A proxy need not be a member of the Company.
- 7 To be effective, this Form of Proxy (together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority) must be deposited at the Company's registrar, Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex. BN99 6DA as soon as possible, and in any event so as to be received by not later than 11.00 a.m. on 10 November 2023 or, if the meeting is adjourned, by not later than 48 hours (excluding any part of a day that is not a working day) before the time of the adjourned meeting. Forms of Proxy returned by fax will not be accepted. For your convenience, a pre-paid envelope (for use in the UK only) has been provided which can be used with respect to the Form of Proxy. If this proxy form is not returned by the relevant time, it may be handed to the Chairman before the start of the Court Meeting and will still be valid.

Electronic appointment of proxies through CREST

- 8 Shareholders who hold their shares in the Company through CREST (**CREST members**) and who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the purpose of this 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 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.

- 9 In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate 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. 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 the Company's registrar Equiniti (Participant ID RA19), by not later than 11.00 a.m. on 10 November 2023 or, if the meeting is adjourned, by not later than 48 hours (excluding any part of a day that is not a working day) before the time of the adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's registrar are 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.

- 10 CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular message. 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, to procure that his 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of CREST and timings.

- 11 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.

Appointment of multiple proxies

- 12 A holder of Smoove Shares entitled to attend, speak and vote at the meeting may appoint more than one proxy in relation to the Court Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that Smoove Shareholder. If in such case a Smoove Shareholder wishes to appoint more than one proxy, they should photocopy this Form of Proxy and indicate in the relevant box the number of shares in relation to which the Smoove Shareholder authorises them to act as the shareholder's proxy. The Smoove Shareholder should indicate by marking the relevant box on the proxy card if more than one proxy is being appointed. A failure to specify the number of shares each proxy appointment relates to, or specifying a number of shares in excess of those held by the member on the date referred to in note 3 above, will result in the proxy appointments being invalid.

Joint holders

- 13 In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.

Voting

- 14 Completion and return of this Form of Proxy, an electronic proxy, or any CREST Proxy Instruction (as described in note 9 above) will not preclude a shareholder from attending the meeting and voting there in person.

Shareholder helpline

- 15 If you have any questions about this Form of Proxy, the Court Meeting or the General Meeting or are in any doubt as to how to complete the Forms of Proxy, please call Equiniti between 8.30 a.m. and 5.30 p.m. Monday to Friday (except public holidays in England and Wales) on +44 (0) 371 384 2050 (if calling from outside of the UK, please ensure the country code is used). Calls from outside the UK will be charged at applicable international rates. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. Please note that Equiniti cannot provide advice on the merits of the Acquisition or give any financial, legal or tax advice.