

NOTICE OF AVAILABILITY

The Notice of Court Meeting and circular dated 4 August 2023 (the "Scheme Document") to which this Form of Proxy relates are available on the Company's website at www.greshamhouse.com/ghe-plc-offer.

NOTES TO THE FORM OF PROXY

- 1 Before completing this Form of Proxy, please also read "Action to be Taken" set out in the Scheme Document. Save where otherwise defined herein, capitalised terms and expressions used in this Form of Proxy shall have the meanings given to them in the Scheme Document.
- 2 Only Scheme Shareholders, or their duly appointed representatives, are entitled to attend, speak and vote at the Court Meeting. A Scheme Shareholder may appoint one or more proxies (provided that each proxy is appointed to exercise rights attached to a different Scheme Share or Scheme Shares), who need not be Scheme Shareholders, to exercise all or any of their rights to attend, speak and vote on their behalf. Proxies may only be appointed using the procedures set out in this Form of Proxy. If you do not wish to appoint the Chair of the Court Meeting as your proxy, add in block capitals the name of your chosen proxy in the box provided. If this box is left blank, the Chair of the Court Meeting will be your proxy. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box provided the number of Scheme Shares 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 Scheme Shareholder, the full voting entitlement for that designated account). The Form of Proxy gives your proxy/ies full rights to attend, speak and vote. If you wish to restrict the rights of your proxy/ies, please cross out either or both of the words 'speak' or 'vote' as you feel appropriate. Any proxy appointed pursuant to this Form of Proxy will vote as indicated by this Form of Proxy on the Scheme. For any other business arising at the Court Meeting (including any procedural motion or resolution not listed in the notice of the Court Meeting) the proxy appointed pursuant to this Form of Proxy will vote at their sole discretion.
- 3 This Form of Proxy (i) in the case of an individual, must either be signed by the appointor or their 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 notari ally or in some other way approved by the Gresham House Directors must (failing previous registration with the Company) be submitted to the Company, failing which the appointment may be treated as invalid.
- 4 The appointment of a proxy will not prevent a Scheme Shareholder from subsequently attending and voting at the Court Meeting in person should they decide to do so. All Scheme Shareholders are entitled to attend and vote at the Court Meeting, whether or not they have returned a Form of Proxy.
- 5 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, Neville Registrars, Neville House, Steelpark Road, Halesowen, B62 8HD or (for uncertificated holders only) (b) lodged using the CREST electronic proxy appointment service in accordance with the procedures set out in the CREST Manual, in each case, so as to arrive no later than 12.00 p.m. (London time) on 28 August 2023 or, if the Court Meeting is adjourned, 48 hours before the time fixed for the adjourned Court Meeting. If the Form of Proxy is not returned by the specified time, it may be handed to a representative of the Registrar on behalf of the Chair of the Court Meeting at the Court Meeting before the start of the Court Meeting. Alternatively, Scheme Shareholders who prefer to register the appointment of their proxy electronically via the Internet can do so through the Neville Registrars website at www.sharegateway.co.uk by using your personal proxy registration code (Activity Code) shown below. A proxy appointment made electronically will not be valid if sent to any address other than that provided or if received by Neville Registrars after 12.00 p.m. (London time) on 28 August 2023 (or, in the case of an adjourned meeting, later than 48 hours prior to the time and date set for the adjourned meeting. Please note that any electronic communication found to contain a computer virus will not be accepted. A proxy appointment sent by CREST may be treated as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended). The CREST Manual is available on the Euroclear website (www.euroclear.com).
- 6 Please indicate how you wish to vote with a signature in either the box marked "FOR the Scheme" or the box marked "AGAINST the Scheme". Unless otherwise instructed, the person appointed as proxy will exercise their discretion as to how they vote or whether they abstain from voting on the resolution and on any other business (including amendments to the resolution and any procedural business, including any resolution to adjourn) which may come before the Court Meeting.
- 7 If this Form of Proxy is returned duly signed but without any indication as to how the person(s) appointed proxy shall vote, they will exercise their discretion as to how they vote and whether or not they abstain from voting.
- 8 Only those Scheme Shareholders registered in the register of members of the Company as at 6.00 p.m. (London time) on 28 August 2023 or, if the Court Meeting is adjourned, 6.00 p.m. (London time) on the day which is two days before the date of such adjourned meeting will be entitled to attend and/or vote at the Court Meeting in respect of the number of Scheme Shares registered in their name at that time. Changes to entries on the relevant register of shareholders after 6.00 p.m. (London time) on 28 August 2023, or, if the Court Meeting is adjourned, 6.00 p.m. (London time) on the day which is two days before the date of such adjourned meeting will be disregarded in determining the rights of any person to attend and/or vote at the Court Meeting.
- 9 If you wish to appoint more than one proxy in respect of your shareholding, mark the box with an X where indicated and photocopy the Form of Proxy or contact the Registrar, Neville Registrars, between 9.00 a.m. and 5.00 p.m. on Monday to Friday (except UK bank holidays) on 0121 585 1131 (from the United Kingdom) or +44 121 585 1131 (if calling from outside the United Kingdom) or submit a request in writing to Neville Registrars, Neville House, Steelpark Road, Halesowen, B62 8HD. 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. Please note that Neville Registrars cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes. Please ensure that all of the multiple Forms of Proxy in respect of one registered holding of Scheme Shares are sent to the Registrar, Neville Registrars, Neville House, Steelpark Road, Halesowen, B62 8HD.
- 10 In the case of joint Scheme Shareholders, any one Scheme Shareholder may vote. If more than one Scheme Shareholder is present at the meeting, or purports to appoint a proxy, only the vote of, or appointment made by, the senior Scheme Shareholder will be accepted, seniority being determined by the order in which the names appear on the register of members of the Company.
- 11 A Scheme Shareholder which is a corporation may authorise a person or persons to act as its representative(s) at the Court Meeting. In accordance with the provisions of the Companies Act, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual Scheme Shareholder, provided that it does not do so in relation to the same Scheme Shares.
- 12 If a Scheme Shareholder appoints a proxy or proxies and then decides to attend the Court Meeting in person and vote on a poll using their poll card, then the vote in person will override the proxy vote(s). If the vote in person is in respect of the Scheme Shareholder's entire holding, then all proxy votes will be disregarded. If, however, the Scheme Shareholder votes at the Court Meeting in respect of less than the Scheme Shareholder's entire holding, and the Scheme Shareholder indicates on their poll card that all proxies are to be disregarded, that shall be the case; but if the Scheme Shareholder does not specifically revoke proxies, then the vote in person will be treated in the same way as if it were the last received proxy and earlier proxies will only be disregarded to the extent that to count them would result in the number of votes being cast exceeding the Scheme Shareholder's entire holding.
- 13 Neither the death nor the incapacity of a Scheme Shareholder who has appointed a proxy, nor the revocation or termination by a Scheme Shareholder 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, insanity, revocation or termination shall have been either (i) received by the Company at the address specified for receipt of the Forms of Proxy not less than 48 hours before the commencement of the Court Meeting (or adjournment thereof) or (ii) handed to a representative of the Registrar on behalf of the Chair of the Court Meeting at the Court Meeting before the start of the Court Meeting.
- 14 You may not use any electronic address provided either in this Form of Proxy, in the notice of the Court Meeting or in any related documents to communicate with the Company for any purposes other than those expressly stated.
- 15 Any alterations made in this Form of Proxy should be initialed by the person who signs it.
- 16 The Court has appointed Anthony Townsend, or failing him, Anthony Dalwood, or failing him, any other director of the Company to act as Chair of the meeting and has directed the Chair to report the result of the meeting to the Court.

If you wish to appoint a Proxy please complete and return this Form of Proxy to Neville Registrars using the pre-paid envelope provided. If documents are posted outside the United Kingdom, please return this Form of Proxy in an envelope to Neville Registrars, Neville House, Steelpark Road, Halesowen B62 8HD and pay the appropriate postage charge.

IN THE HIGH COURT OF JUSTICE, BUSINESS AND PROPERTY COURTS OF ENGLAND AND WALES, COMPANIES COURT (ChD) IN THE MATTER OF GRESHAM HOUSE PLC AND IN THE MATTER OF THE COMPANIES ACT 2006

CR-2023-002803

Your Personal Proxy Registration Code is: ABCD-123-EFG

Gresham House plc (Incorporated in England and Wales with registered number : 00000871)

FORM OF PROXY

I/We _____ being (a) member(s) of the Company and entitled to vote at the Court Meeting, hereby appoint (Please only complete if appointing someone other than the Chair of the Meeting)

[Large empty box for signature]

or failing him/her, the Chair of the meeting as my/our proxy, to attend, speak and vote for me/us and on my/our behalf at the Court Meeting of the Company, to be held on 30 August 2023 at the offices of Eversheds Sutherland (International) LLP, One Wood Street, London, EC2V 7WS at 12:00 p.m. and at any adjournment thereof.

If you wish to approve the Scheme, tick the box marked "For the Scheme" and sign below. If you wish to vote "against" the Scheme, tick the box marked "Against the Scheme" and sign below.

For the Scheme

Against the Scheme

Signed: [Signature box]

Signed: [Signature box]

Mark this box with an "X" if you are appointing more than one proxy:

Leave blank to authorise your proxy to act in relation to your full entitlement or enter the number of shares in relation to which your proxy is authorised to vote: [Box]

Date: [Date box] - [Month box] - [Year box]



If you are planning to attend the Court Meeting, please tick the following box:

Gresham House plc

Attendance Card

>12340
Name
Address 1
Address 2
Address 3
Address 4
Address 5
Address 6

The Court Meeting will start at 12:00 p.m. and is being held on 30 August 2023 at the offices of Eversheds Sutherland (International) LLP, One Wood Street, London, EC2V 7WS.

If you plan to attend the Court Meeting, please bring this card with you to ensure you gain entry as quickly as possible.

Please present this card at the registration desk. It will be used to show that you have the right to attend, speak and vote at the Court Meeting.

NEVILLE
REGISTRARS

