



Please bring this card with you to the meeting and present it at shareholder registration/accreditation.

For use at a general meeting of Sanne Group plc ("Sanne" or the "Company") (the "General Meeting") to be held at the offices of Addleshaw Goddard LLP at Milton Gate, 60 Chiswell Street, London, EC1Y 4AG and remotely via a virtual meeting platform provided by Lumi AGM Limited at 11:15 a.m. on 5 October 2021

Please detach this portion before posting this proxy form

## Form of Proxy - General Meeting to be held on 5 October 2021 at 11:15 a.m.

Cast your Proxy online:

[www.sharevote.com](http://www.sharevote.com)

You will be asked to enter the Voting ID, Task ID and Shareholder Reference Number (SRN) shown opposite and agree to certain terms and conditions.

**Voting ID:**

**Task ID:**

**Shareholder Reference Number (SRN):**

**Lumi Virtual Meeting ID: 151-911-973**

View the Scheme Document online: <https://www.sannegroup.com/investors/offer-for-sanne/>

To be effective, all proxy appointments must be lodged with the Company's registrars, Equiniti, at Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA by no later than 11:15 a.m. on 1 October 2021

### Explanatory Notes:

- Terms defined in the Sanne Group Plc scheme circular dated 10 September 2021 (the "Scheme Document") shall apply equally in this Form of Proxy, unless the context otherwise requires. Full details of the resolution to be proposed at the General Meeting are set out, together with explanatory notes, in the notice of General Meeting contained in Part IX of the Scheme Document. Before completing this Form of Proxy, please also read the section entitled "Actions to be Taken by Sanne Shareholders" set out on pages 35 to 37 of the Scheme Document.
- Whilst Sanne acknowledges that attendance in person will likely be legally permissible, Sanne Shareholders are strongly encouraged not to attend the General Meeting in person, and are instead encouraged to attend the General Meeting via the virtual meeting platform provided by Lumi (the "Virtual Meeting Platform") and to transmit a proxy appointment and voting instruction in advance of the General Meeting, appointing "the Chair of the meeting" as their proxy, further details of which are set out in Explanatory Note 3 below and on pages 108 to 109 of the Scheme Document.
- You can access the General Meeting remotely via the Virtual Meeting Platform by accessing <https://web.lumiagm.com> from your web browser. Once you have accessed <https://web.lumiagm.com> from your web browser, you will be asked to enter the Lumi Meeting ID which is 151-911-973. You will then be prompted to enter your unique Login Code and PIN. Your Login Code is your 11 digit shareholder reference number ("SRN") printed above. Your PIN is the last 4 digits of your SRN. This will authenticate you as a shareholder. Access to the General Meeting via the website will be available from 10.00 a.m. on 5 October 2021, as further detailed below. Your SRN can also be found on your share certificate, or Shareview users ([www.shareview.com](http://www.shareview.com)) will find this under "Manage your account" when logged in to the Shareview portal. If you are unable to access your SRN, please contact Equiniti on 0371 384 2050 (from within the UK) or on +44 371 384 2050 (from outside the UK). 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. The helpline is open between 8:30 a.m. and 5:30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Equiniti cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes. Access to the General Meeting via the website will be available from 10.00a.m. on 5 October 2021. Please note however that your ability to vote will not be enabled until the Chair formally opens the General Meeting at 11:15 a.m.
- Every Sanne Shareholder (as defined in the Scheme Document) has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his or her proxy to exercise all or any of his or her rights to attend, submit written questions and, on a poll, to vote (in each case, remotely, via the Virtual Meeting Platform) on their behalf at the General Meeting. Sanne Shareholders are strongly encouraged to submit proxy appointments and instructions for the General Meeting as soon as possible, using any of the methods (by post, by email, online or electronically through CREST) set out below. Sanne Shareholders are also strongly encouraged to appoint "the Chair of the meeting" as their proxy. If any other person is appointed as proxy, he or she will be able to attend, submit written questions and vote at the General Meeting remotely via the Virtual Meeting Platform or in person as described above. If you wish to appoint a person other than the Chair, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Unless otherwise instructed, a person appointed as proxy will exercise his or her discretion as to any business other than the resolution to approve the Scheme (including any procedural business and any resolution to adjourn) which may come before the General Meeting.
- Entitlement to attend (in person or, remotely, via the Virtual Meeting Platform) and vote (in person or, remotely via the Virtual Meeting Platform), at the General Meeting or any adjournment thereof and the number of votes which may be cast at the General Meeting will be determined by reference to the register of members of the Company at 6:30 p.m. (London time) on 1 October 2021 or, if the General Meeting is adjourned, 6:30 p.m. (London time) on the date which is two Business Days before the date fixed for the adjourned meeting. Changes to the register of members after the relevant time shall be disregarded in determining the rights of any person to attend in person or remotely, via the Virtual Meeting Platform and vote in person or remotely, via the Virtual Meeting Platform, or by proxy at the General Meeting.
- It is requested that this Form of Proxy (together with any power of attorney or other authority, if any, under which it is signed, or a duly certified copy thereof) be returned to the Company's Registrar, Equiniti, by post to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, so as to be received as soon as possible and in any event not later than 11:15 a.m. on 1 October 2021 (or, in the case of an adjournment of the General Meeting, 48 hours (excluding any part of such 48 hour period that is not a Business Day) before the time appointed for the adjourned meeting. If this Form of Proxy is not lodged by the relevant time, it will be invalid.
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar helpline using the details set out in Explanatory Note 18 below or you may photocopy this Form of Proxy. Please indicate in the box next to the proxy holder's name (see reverse) the number of Scheme Shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- Sanne Shareholders who hold their shares in uncertificated form through CREST who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (which can be viewed at [www.euroclear.com](http://www.euroclear.com)).
- 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 the specifications of Euroclear and must contain the information required for such instructions as described in the CREST Manual. The message (regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by Equiniti (ID: RA19) not later than 11:15 a.m. (London time) on 1 October 2021 or, in the case of an adjournment of the General Meeting, not later than 48 hours (excluding any part of such 48 hour period that is not a Business Day) before the time appointed for the adjourned 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 Equiniti are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
- 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 messages. 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 any voting service provider(s), to procure that his/her 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 the CREST system by any particular time. For further information on the logistics of submitting messages in CREST, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the CREST Regulations.
- As an alternative to completing and returning this Form of Proxy, proxies may be appointed electronically by logging on to the following website: [www.sharevote.com](http://www.sharevote.com) and following the instructions therein. For an electronic proxy appointment to be valid, the appointment must be received by Equiniti not later than 48 hours (excluding any part of such 48 hour period that is not a Business Day) before the time fixed for the General Meeting or any adjournment thereof. Full details of the procedure to be followed to appoint a proxy electronically are given on the website.
- The above is how your address appears on the Register of Members. If this information is incorrect, please contact the Registrar using the details set out in Explanatory Note 18 below to request a change of address to request a change of address form or go to [www.shareview.co.uk](http://www.shareview.co.uk) to use the online Investor Centre service.
- Any alterations made to this Form of Proxy should be initialled.
- The completion and return of this Form of Proxy (or transmission of a proxy appointment or voting instruction electronically, by email, through CREST or by any other procedure described in the Scheme Document) will not prevent you from attending in person (or remotely via the Virtual Meeting Platform), submitting written questions and voting at the General Meeting, if you are entitled to and wish to do.
- In the case of joint holders of Scheme Shares, the vote of the senior who tenders a vote, whether remotely, by proxy or in person, will be accepted to the exclusion of the vote(s) of the other joint holder(s). For this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- As an alternative to appointing a proxy, any holder of Scheme Shares which is a corporation may appoint one or more corporate representatives who may exercise on its behalf all its powers as a member, provided that if two or more corporate representatives purport to vote in respect of the same shares, if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way, and in other cases the power is treated as not exercised.
- The "Vote Withheld" option is provided overleaf (and may be available on the CREST system) to enable you to abstain from voting. 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.
- You may not use any electronic address provided either in the notice of General Meeting or any related documents (including this Form of Proxy) to communicate with the Company for any reason other than those expressly stated. If you have any questions about the Scheme Document or the General Meeting, or are in any doubt as to how to complete this Form of Proxy or to submit your proxies electronically, please call Equiniti on 0371 384 2050 (from within the UK) or on +44 371 384 2050 (from outside the UK). 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. The helpline is open between 8:30 a.m. and 5:30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Equiniti cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.
- To be valid, this form must be signed by the appointor or his/her attorney duly authorised in writing or, if the appointor is a corporation, this form must be executed under the hand of an officer, attorney or other person duly authorised to sign it.

**Kindly Note:** This Form of Proxy is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Equiniti accept no liability for any instruction that does not comply with these conditions.

### All named holders

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## Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chair.

Please leave this box blank if you want to select the Chair. Do not insert your own name(s)

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I/We hereby appoint the Chair of the Meeting OR the person indicated in the box above as my/our proxy to attend, submit written questions and vote in respect of my/our full voting entitlement\* on my/our behalf at the General Meeting of Sanne Group plc to be in person and held remotely via a virtual meeting platform provided by Lumi AGM Limited on 5 October 2021 at 11:15 a.m. (or as soon thereafter as the Court Meeting concludes or is adjourned).

\* For the appointment of more than one proxy, please refer to Explanatory Note 7 (see above).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black pen**. Mark with an **X**  inside the box as shown in this example.

### Special Resolution

For      Against      Vote  
Withheld

1. For the purposes of the Scheme:

a. to authorise the directors of the Company to take all such action as they consider necessary or appropriate for carrying the Scheme into effect; and

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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b. to amend the articles of association of the Company.

I/We instruct my/our proxy as indicated on this Form of Proxy. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the General Meeting.

Signature

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Date

DD / MM / YY

In the case of a body corporate, 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).

