

ATTENDANCE CARD

SMOOVE plc

FORM OF PROXY

General Meeting

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

Shareholder Reference Number (SRN)

Attendance

The General Meeting of Smoove plc will be held at the offices of Cavendish Securities plc at 1 Bartholomew Close, London, EC1A 7BL on 14 November 2023 at 11.15 a.m. (or as soon thereafter as the Court Meeting is concluded or adjourned).

Please read the Notice of General Meeting in Part 11 of the Scheme Document and the notes before completing this proxy form.

Signature of person attending

+ SMOOVE plc (the Company) FORM OF PROXY

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Shareholder Reference Number (SRN)

I/We, the undersigned, being a registered shareholder/registered shareholder of the Company, 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 4))

(Number of shares held)

(Number of shares in respect of appointment (see note 10))

as my/our proxy to exercise all or any of my/our rights to attend the General Meeting and submit written questions and vote in respect of my/our voting entitlement for me/us and on my/our behalf at the General 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 of the General 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 10.

Special Resolution

Please indicate with an "X" in the spaces provided how you wish your votes to be cast. If no specific direction is given the proxy will vote or abstain at his discretion.

To implement the Scheme, as set out in the notice of the General Meeting, including, the amendment to the articles of association of the Company as set out in the Notice of the General Meeting and re-registering the Company as a private limited company

For	Against	Withheld
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Signature

Date

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).

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Meeting arrangements

Proxy form – Explanatory Notes

1 Full details of the resolutions to be proposed at the General Meeting, with explanatory notes, are set out in Part 11 of 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 to this document should be initialled.

Entitlement to attend, speak and vote

2 In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, only those members 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

3 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

4 Whether or not you intend to attend the General Meeting, you are strongly encouraged to complete and return this Form of Proxy. Please indicate how you wish your vote to be cast by inserting an "X" 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 General 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.

5 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 11.15 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.

Electronic appointment of proxies through CREST

6 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.

7 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 11.15 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 is 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.

8 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.

9 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

10 A holder of Smoove Shares entitled to attend, speak and vote at the meeting may appoint more than one proxy in relation to the General 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 2 above, will result in the proxy appointments being invalid.

Joint holders

11 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

12 The "Vote Withheld" option is provided to enable you to abstain on the specified 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 votes "For" and "Against" the specified resolution.

13 Completion and return of this Form of Proxy, an electronic proxy, or any CREST Proxy Instruction (as described in note 7 above) will not preclude a shareholder from attending the meeting and voting there in person.

Shareholder helpline

14 If you have any questions about this Form of Proxy, the General Meeting or the Court 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.