

# ECKOH PLC – COURT MEETING

IN THE HIGH COURT OF JUSTICE, BUSINESS AND PROPERTY COURTS OF ENGLAND AND WALES COMPANIES COURT (Ch D), INSOLVENCY AND COMPANIES COURT (THE “COURT”) IN THE MATTER OF ECKOH PLC AND IN THE MATTER OF THE COMPANIES ACT 2006

## COURT MEETING ATTENDANCE CARD

The Court Meeting of Eckoh plc will be held at 11.00 a.m. (London time) on 6 January 2025 at Telford House, Corner Hall, Hemel Hempstead, Hertfordshire HP3 9HN.

Cast your Proxy online at <https://investorcentre.linkgroup.co.uk/Login/Login> using your Investor Code (IVC) which can be found on your Form of Proxy. It's fast, easy and secure.

View the Scheme Document online: <https://www.eckoh.com/investors>

By an order dated 2 December 2024 made in the matter of Eckoh 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 4 December 2024 (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 Scheme Shareholders (as defined in the Scheme Document), such court meeting to be held at 11.00 a.m. (London time) on 6 January 2025 at Telford House, Corner Hall, Hemel Hempstead, Hertfordshire HP3 9HN (the “Court Meeting”).

Please read the Notice of Court Meeting (set out in Part X of the Scheme Document) and the Notes on the reverse before completing this Form of Proxy.

If you plan to attend the Court Meeting in person, please sign this Attendance Card and bring this with you, as you will need it to attend the Court Meeting. You will receive a poll card at the Court Meeting after registering at the registration desk. You are advised to arrive at least 30 minutes prior to the start of the Court Meeting to allow time for registration.

Signature of person attending:

Barcode:

Investor Code:

Any changes to these arrangements will be communicated to Scheme Shareholders in advance of the Court Meeting, via the Company's website (<https://www.eckoh.com/investors>) and by an announcement through a Regulatory Information Service.

## FORM OF PROXY – ECKOH PLC – COURT MEETING

You are encouraged to complete and return the Form of Proxy that accompanies this Attendance Card even if you plan to attend the Court Meeting. Doing so will not prevent you from attending, voting or speaking in person at such meeting, but will ensure that your vote is counted if you are unable to attend. Voting at the Court Meeting will be conducted by way of a poll. To be valid, your Form of Proxy needs to have been received by Link Group no later than 11.00 a.m. (London time) on 2 January 2025 (see Notes 7 and 13 for further details).

Barcode:

Event Code:

Investor Code:

I/We hereby appoint the Chair of the Court Meeting; or

NB: Leave 'name of proxy' box blank to appoint the Chair as your proxy. You are strongly advised to appoint the Chair as your proxy. Do not insert your own name. Leave 'number of shares proxy appointed over' box blank to vote all of your shares.

Name of proxy

Number of shares proxy appointed over

to be my/our proxy to exercise all or any of my/our rights to attend, speak and vote on my/our behalf at the Court Meeting of the Company, to be held at 11.00 a.m. (London time) on 6 January 2025 at Telford House, Corner Hall, Hemel Hempstead, Hertfordshire HP3 9HN and at any adjournment thereof.

I/We appoint my/our proxy to vote in the manner indicated below (see Note 3).

Please indicate here with an 'X' if this Form of Proxy is one of multiple instructions being given (see Note 8).

**IMPORTANT: Please use a black pen.** If you wish to vote for the Scheme, sign in the box marked 'FOR the Scheme', or if you wish to vote against the Scheme, sign in the box marked 'AGAINST the Scheme'.

**PLEASE SIGN IN ONLY ONE OF THE BOXES BELOW. THIS FORM MUST BE SIGNED IN ORDER TO BE VALID. IF YOU SIGN MORE THAN ONE BOX THIS FORM WILL BE INVALID.**

**FOR the Scheme:**

**AGAINST the Scheme:**

SIGN:

OR

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). Please return this Form of Proxy to Link Group by post (see Note 7). Alternatively, you can submit your proxy online (see Note 9) or through CREST using the CREST electronic proxy appointment service (see Notes 10 to 12). It is requested that this Form of Proxy is received by Link Group no later than 11.00 a.m. (London time) on 2 January 2025.

**Please sign and return this Form of Proxy whether or not you plan to attend the Court Meeting.**

## Notes to Form of Proxy

- Terms defined in the Company's scheme circular dated 4 December 2024 (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 Court Meeting, together with explanatory notes, are set out in the Notice of Court Meeting (Part X of the Scheme Document). Before completing this Form of Proxy, please also read the sections entitled "Action to be Taken" set out on the opening pages to the Scheme Document. You can access the Scheme Document at <https://www.eckoh.com/investors>.
  - The Court has appointed Christopher Humphrey, or failing him any other director of the Company (each with a business address of Telford House, Corner Hall, Hemel Hempstead, Hertfordshire HP3 9HN) who is present at the Court Meeting to act as Chair of the Court Meeting and has directed the Chair to report the result thereof to the Court.
  - Every Scheme Shareholder 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 questions and, on a poll, to vote on their behalf at the Court Meeting. Scheme Shareholders are strongly encouraged to submit proxy appointments and instructions for the Court Meeting as soon as possible, using any of the methods (by post, online or electronically through CREST) set out below. Scheme Shareholders are also strongly encouraged to appoint the Chair of the Court Meeting as their proxy by leaving the 'name of proxy' box blank. 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 amendments to the Scheme and any procedural business, including any resolution to adjourn) which may come before the Court Meeting.
  - None of the Rolling Managers are entitled to vote, or cause any person connected with them or any person holding Eckoh Shares on their behalf to vote, at the Court Meeting. If you are such a person and receive this form of proxy, please do not complete or return it.**
  - If you appoint the Chair of the Court Meeting as proxy and do not direct the Chair how to vote on the Scheme, his current intention is to vote in favour of the Scheme. The Chair's intention necessarily expresses his intention at the date this form was printed and therefore, in exceptional circumstances, the Chair's intention may change subsequently.
  - Entitlement to attend and vote at the Court Meeting or any adjournment thereof and the number of votes which may be cast at the Court Meeting will be determined by reference to the register of members of the Company at 6.30 p.m. (London time) on 2 January 2025 or, if the Court Meeting is adjourned, 6.30 p.m. (London time) on the date that is 48 hours (excluding any part of such 48-hour period that is not a Business Day) 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 and vote at the Court 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 Company's Registrar, Link Group, by post to 'Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL', so as to be received as soon as possible and in any event not later than 11.00 a.m. (London time) on 2 January 2025 (or, in the case of an adjournment of the Court 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) (see also Note 13).
  - 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 Note 19 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.
  - Scheme Shareholders can vote electronically via Link Investor Centre, at <https://investorcentre.linkgroup.co.uk/Login/Login> using their Investor Code (IVC) which can be found on their Form of Proxy. For an electronic proxy appointment to be valid, the appointment must be received by Link Group by not later than 11.00 a.m. (London time) on 2 January 2025 (or, in the case of an adjournment of the Court 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) (see also note 13). In addition to the website above, the Link Investor Centre app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.
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- Scheme Shareholders who hold their shares through CREST ("**CREST members**") who wish to appoint a proxy or proxies for the Court Meeting 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)). 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. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001 (the "**CREST Regulations**"), only those members entered on the relevant register of members of the Company at 6.30 p.m. on 2 January 2025 or, in the event that the Court Meeting is adjourned, in the register of members of the Company at 6.30 p.m. on the date that is 48 hours (excluding any part of such 48-hour period that is not a Business Day) before the date fixed for the adjourned meeting, shall be entitled to attend and vote at the Court 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.
  - 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 Link Group (ID: PA10) not later than 11.00 a.m. (London time) on 2 January 2025 or, in the case of an adjournment of the Court 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 Link Group 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.
  - 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.
  - If this proxy form is not returned by the relevant time, it may be handed to the Chair before the start of the Court Meeting and will still be valid.
  - Any alterations made to this Form of Proxy should be initialed.
  - The completion and return of this Form of Proxy (or transmission of a proxy appointment electronically through CREST, by post or by any other procedure described in the Scheme Document) will not prevent you from attending, submitting questions and/or any objections and voting at the Court Meeting if you are entitled to and wish to do so.
  - In the case of joint holders of Scheme Shares, any one such joint holder may tender a vote, whether in person, or by proxy, however, the vote of the senior who tenders a vote, whether remotely or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s). Where more than one of the joint holders purport to appoint one or more proxies, only the purported appointment submitted by the most senior holder will be accepted. 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.
  - You may not use any electronic address provided either in the Notice of Court Meeting in Part X of the Scheme Document or in any related documents (including this Form of Proxy) to communicate with the Company for any purpose other than those expressly stated.
  - If you have any questions about the Scheme Document or the Court Meeting, or are in any doubt as to how to complete this Form of Proxy or to submit your proxies online, please call Link Group between 9.00 a.m. and 5.30 p.m. Monday to Friday (except on English and Welsh public holidays) via their helpline on +44 371 664 0321. Calls from outside the UK will be charged at the applicable international rate. Calls are charged at the standard geographic rate and will vary by provider. Deaf and speech impaired shareholders may place their call via Relay UK. Please see [www.relayuk.bt.com](http://www.relayuk.bt.com) for more information. Please note that calls may be monitored or recorded and Link Group cannot provide advice on the merits of the Scheme or give any financial, legal or tax advice.

**[PLEASE USE REPLY-PAID ENVELOPE PROVIDED]**