

Aquis Exchange PLC (the “Company”) Court Meeting FORM OF PROXY

Court Meeting on Friday 20 December 2024 at 11:00 a.m. at 63 Queen Victoria Street, London, England, EC4N 4UA
(Incorporated and registered in England and Wales under registration number 07909192)



Form of Proxy for use by holders of ordinary shares of 10 pence each (the “**Ordinary Shares**”) in the capital of the Company at the meeting convened by the High Court of Justice of England and Wales by an order dated 26 November 2024 to be held at 63 Queen Victoria Street, London, England, EC4N 4UA on 20 December 2024 at 11:00 a.m. and any adjournment thereof (the “**Court Meeting**”) for the purpose of considering and, if thought fit, approving (with or without modification) the proposed scheme of arrangement to be made pursuant to Part 26 of the Companies Act 2006 (the “**Scheme**”) referred to in the notice convening the Court Meeting dated 27 November 2024 (the “**Notice**”), which is set out in Part IX of the scheme document of the Company dated 27 November 2024 (the “**Scheme Document**”).

Please read the Notice and the accompanying notes carefully before completing this Form of Proxy.

Shareholder reference number:

Signature of person attending:

Aquis Exchange PLC (the “Company”) Court Meeting Form of Proxy

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Vote online at www.shareview.co.uk

Shareholder Reference Number

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

Name of proxy

Number of shares proxy appointed over

NB1: Leave ‘Name of proxy’ box blank to appoint the Chair of the Court Meeting as your proxy. Complete name of proxy in BLOCK CAPITALS if not appointing the Chair of the Court Meeting and delete ‘the Chair of the Court Meeting; or’.

NB2: Leave ‘Number of shares proxy appointed over’ box blank to vote all of your shares.

to be my/our proxy to exercise all or any of my/our rights to attend, speak and/or vote on my/our behalf at the Court Meeting. I/We wish my/our proxy to vote in the manner indicated below.

Please indicate here with an ‘X’ if this Form of Proxy is one of multiple appointments being made (see Note 5 overleaf).

If you wish to vote for the Scheme, sign in the box marked ‘FOR’, or if you wish to vote against the Scheme, sign in the box marked ‘AGAINST’.

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

FOR the said Scheme

OR

AGAINST the said Scheme

Date:

In addition to completing, signing and returning this BLUE Form of Proxy for the Court Meeting, please also complete, sign and return the enclosed YELLOW Form of Proxy for the General Meeting.

Please read the notes overleaf before completing this Form of Proxy.

It is important that as many votes as possible are cast at the Court Meeting so that the Court may be satisfied that there is a fair representation of Scheme Shareholder opinion. Therefore, you are strongly encouraged to complete, sign and return both Forms of Proxy, or to appoint a proxy through CREST or electronically, as soon as possible.

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Aquis Exchange PLC (the “Company”) General Meeting FORM OF PROXY

General Meeting on Friday 20 December 2024 at 11:15 a.m. at 63 Queen Victoria Street, London, England, EC4N 4UA
(Incorporated and registered in England and Wales under registration number 07909192)



Form of Proxy for use by holders of ordinary shares of 10 pence each (the “**Ordinary Shares**”) in the capital of the Company at the meeting to be held at 63 Queen Victoria Street, London, England, EC4N 4UA on 20 December 2024 at 11:15 a.m. (or as soon thereafter as the separate meeting of the holders of Ordinary Shares convened by the Court shall have concluded or been adjourned) and at any adjournment thereof (the “**General Meeting**”).

Notice of the General Meeting and details of the business to be transacted are contained in the notice of meeting dated 27 November 2024 (the “**Notice**”), which is set out in Part X of the scheme document of the Company dated 27 November 2024 (the “**Scheme Document**”).

Please read the Notice and the accompanying notes carefully before completing this Form of Proxy.

Shareholder reference number:

Signature of person attending:

Aquis Exchange PLC (the “Company”) General Meeting Form of Proxy

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Vote online at www.shareview.co.uk

Shareholder Reference Number

I/We, being a registered shareholder/registered shareholders of the Company and entitled to vote at the General Meeting, hereby appoint the Chair of the General Meeting; or

Name of proxy

Number of shares proxy appointed over

NB1: Leave ‘Name of proxy’ box blank to appoint the Chair of the General Meeting as your proxy. Complete name of proxy in BLOCK CAPITALS if not appointing the Chair of the General Meeting and delete ‘the Chair of the General Meeting; or’

NB2: Leave ‘Number of shares proxy appointed over’ box blank to vote all of your shares.

to be my/our proxy to exercise all or any of my/our rights to attend, speak and/or vote on my/our behalf at the General Meeting. I/We wish my/our proxy to vote in the manner indicated below.

Please indicate here with an ‘X’ if this Form of Proxy is one of multiple instructions being given (see Note 5 overleaf).

Please indicate by placing an ‘X’ in black ink in the appropriate box below how you wish your vote to be cast on the Special Resolutions. If you mark more than one of the boxes below, this Form of Proxy will be invalid.

Special Resolutions

Resolution 1: To give effect to the Scheme and amend the articles of association of Aquis Exchange PLC, as set out in the Notice

FOR

AGAINST

WITHELD

Resolution 2: To effect the re-registration of Aquis Exchange PLC as a private limited company, as set out in the Notice

Signature

Date

In addition to completing, signing and returning this YELLOW Form of Proxy for the General Meeting, please also complete, sign and return the enclosed BLUE Form of Proxy for the Court Meeting.

Please read the notes overleaf before completing this Form of Proxy.

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Notes to Form of Proxy

- Terms defined in the Scheme Document shall have the same meanings when used in this Form of Proxy unless the context otherwise requires. Full details of the resolutions to be proposed at the General Meeting, with explanatory notes, are set out in the Notice. Before completing the Form of Proxy, please also read the sections entitled "Action to be Taken" set out on pages IX to XII and paragraph 17 of Part II (Explanatory Statement) of the Scheme Document.
- Every holder of Scheme Shares has the right to appoint some other person(s) of their choice as their proxy to exercise all or any of their rights, to attend, speak and vote on their behalf at the General Meeting. The completion and return of this YELLOW Form of Proxy will not prevent you from attending, speaking and voting in person at the General Meeting should you subsequently decide to do so.
- If you wish to appoint some person other than the Chair of the General Meeting as your proxy you should delete the words "the Chair" and insert in the space provided the name of the person whom you wish to represent you. Proxies need not be shareholders of the Company.
- If you wish your proxy to cast all of your votes for or against the resolutions you should sign in the appropriate box. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box titled "Number of ordinary shares proxy appointed over" the number of shares in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a holder of Scheme Shares, the full voting entitlement for that designated account). Unless instructed otherwise, your proxy may vote or abstain from voting as he or she thinks fit on any other business (including on a motion to amend the resolutions, to propose a new resolution or to adjourn the General Meeting) which may properly come before the General Meeting.
- To appoint more than one proxy, one or more additional proxy forms may be obtained by contacting the Shareholder Helpline using the details set out in Note 18 below, or you may photocopy this Form of Proxy. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given.
- This Form of Proxy must be signed by the shareholder or their attorney. Where the shareholder is a corporation, the signature must be under seal or signed by a duly authorised representative. In the case of joint shareholders, any one shareholder may sign this Form of Proxy. The vote of the senior joint shareholder (whether in person or by proxy) will be taken to the exclusion of all others, seniority being determined by the order in which the names stand in the register of members in respect of the joint shareholding (the first being the most senior).
- Any alterations made to this Form of Proxy should be initialised by the signatory.
- To be valid, this YELLOW 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) must be mailed to the Company's registrars, Equiniti, by post to Equiniti, Corporate Actions, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, so as to be received as soon as possible and not later than 11:15 a.m. on 18 December 2024 (or, in the case of an adjournment of the General Meeting, 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time appointed for the adjourned meeting). Postage is only paid from within the United Kingdom.
- Where two or more forms of proxy are delivered for use in respect of the same shares, the one which has been received last (regardless of when it was signed or by what means it was delivered) shall be treated as replacing and revoking the others which have been delivered. If it cannot be determined which form of proxy was received last, none of the forms shall be treated as valid.
- Entitlement to attend, speak and vote at the General Meeting 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. on 18 December 2024 or, if the General Meeting is adjourned, 6:30 p.m. on the date which is two Business Days before the date fixed for the adjourned meeting (excluding any part of such 48 hour period falling on a non-working day). In each case, 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 (in person or by proxy) the General Meeting.
- As an alternative to completing and returning the printed YELLOW Form of Proxy, proxies may be appointed and proxy votes may be submitted electronically by going to Equiniti's Shareview website, www.shareview.co.uk, and logging in to your Shareview Portfolio. Once you have logged in, click 'View' on the 'My Investments' page and then click on the link to vote and follow the on-screen instructions. If you have not yet registered for a Shareview Portfolio, go to www.shareview.co.uk and enter the requested information. It is important that you register for a Shareview Portfolio

with enough time to complete the registration and authentication processes. For an electronic proxy appointment to be valid, the appointment must be received by not later than 11:15 a.m. (London, United Kingdom time) on 18 December 2024 or, in the case of an adjournment of the General Meeting, not later than 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time appointed for the adjourned meeting.

- CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by following the procedures described in the CREST Manual. In order for a proxy appointment or instruction made using the CREST service to be valid, the 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 (under CREST Participant ID RA19) not later than 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time fixed for the relevant Meeting or any adjournment thereof. 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 Personal Members or other CREST Sponsored Members, and those CREST Members who have appointed any voting 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.
- 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 CREST 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 you are an institutional investor you may be able to appoint a proxy electronically via the Proximity platform a process which has been agreed by the Company and approved by Equiniti. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged by 11:15 a.m. on 18 December 2024 or, in the case of an adjournment of the General Meeting, not later than 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time appointed for the adjourned meeting, in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them, and they will govern the electronic appointment of your proxy.
- The completion and return of this Form of Proxy (or transmission of a proxy appointment or voting instruction electronically, through CREST or by any other procedure described above or in the Scheme Document) will not prevent you from attending, asking questions and/or raising any objections and voting at the General Meeting in person if you are so entitled and wish to do so.
- If you have any questions about completion of this form of proxy please contact the Company's registrars, Equiniti, by calling the Shareholder Helpline on +44 (0)371 384 2050. Lines are open between 8:30 a.m. and 5:30 p.m. Monday to Friday (except public holidays in England and Wales). For deaf and speech impaired shareholders, we welcome calls via Relay UK. Please see www.relayuk.bt.com for more information. Please ensure the country code is used if calling from outside the United Kingdom. Calls to the Shareholder Helpline from outside of the United Kingdom will be charged at applicable international rates. Different charges may apply to calls made from mobile telephones and calls may be recorded and monitored for security and training purposes. Please note that Equiniti cannot provide advice on the merits of the Scheme, nor give financial, tax, investment or legal advice.
- You may not use any electronic address provided either in the Notice or any related documents (including this Form of Proxy) to communicate with the Company for any reason other than those expressly stated.
- This Form of Proxy should not be used for comments, change of address or queries. Please contact Equiniti using the details set out in Note 17 above.

Notes to Form of Proxy

- Terms defined in the Scheme Document shall have the same meanings when used in this Form of Proxy unless the context otherwise requires. Full details of the resolution to be proposed at the Court Meeting, with explanatory notes, are set out in the Notice. Before completing the Form of Proxy, please also read the sections entitled "Action to be Taken" set out on pages IX to XII and paragraph 17 of Part II (Explanatory Statement) of the Scheme Document.
- Every holder of Scheme Shares has the right to appoint some other person(s) of their choice as their proxy to exercise all or any of their rights, to attend, speak and vote on their behalf at the Court Meeting. The completion and return of this BLUE Form of Proxy will not prevent you from attending, speaking and voting in person at the Court Meeting should you subsequently decide to do so.
- If you wish to appoint some person other than the Chair of the Court Meeting as your proxy you should delete the words "the Chair" and insert in the space provided the name of the person whom you wish to represent you. Proxies need not be shareholders of the Company.
- If you wish your proxy to cast all of your votes for or against the resolution you should sign in the appropriate box. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box titled "Number of ordinary shares proxy appointed over" the number of shares in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a holder of Scheme Shares, the full voting entitlement for that designated account). Unless instructed otherwise, your proxy may vote or abstain from voting as he or she thinks fit on any other business (including on a motion to amend the resolution, to propose a new resolution or to adjourn the Court Meeting) which may properly come before the Court Meeting.
- To appoint more than one proxy, one or more additional proxy forms may be obtained by contacting the Shareholder Helpline using the details set out in Note 18 below, or you may photocopy this Form of Proxy. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given.
- This Form of Proxy must be signed by the shareholder or their attorney. Where the shareholder is a corporation, the signature must be under seal or signed by a duly authorised representative. In the case of joint shareholders, any one shareholder may sign this Form of Proxy. The vote of the senior joint shareholder (whether in person or by proxy) will be taken to the exclusion of all others, seniority being determined by the order in which the names stand in the register of members in respect of the joint shareholding (the first being the most senior).
- Any alterations made to this Form of Proxy should be initialised by the signatory.
- To be valid, this BLUE 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) must be mailed to the Company's registrars, Equiniti, by post to Equiniti, Corporate Actions, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, so as to be received as soon as possible and not later than 11:00 a.m. on 18 December 2024 (or, in the case of an adjournment of the Court Meeting, 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time appointed for the adjourned meeting). Postage is only paid from within the United Kingdom.
- If the BLUE Form of Proxy for the Court Meeting is not lodged by the relevant time, it may be:
(A) scanned and emailed to Equiniti at the following email address: proxyvotes@equiniti.com; or
(B) presented in person to the Chair of the Court Meeting or to the Equiniti representative who will be present at the Court Meeting, any time prior to the commencement of the Court Meeting (or any adjournment thereof).
- Where two or more forms of proxy are delivered for use in respect of the same shares, the one which has been received last (regardless of when it was signed or by what means it was delivered) shall be treated as replacing and revoking the others which have been delivered. If it cannot be determined which form of proxy was received last, none of the forms shall be treated as valid.
- Entitlement to attend, speak and vote at the Court Meeting 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. on 18 December 2024 or, if the Court Meeting is adjourned, 6:30 p.m. on the date which is two Business Days before the date fixed for the adjourned meeting (excluding any part of such 48 hour period falling on a non-working day). In each case, 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 (in person or by proxy) the Court Meeting.
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in to your Shareview Portfolio. Once you have logged in, click 'View' on the 'My Investments' page and then click on the link to vote and follow the on-screen instructions. If you have not yet registered for a Shareview Portfolio, go to www.shareview.co.uk and enter the requested information. It is important that you register for a Shareview Portfolio with enough time to complete the registration and authentication processes. For an electronic proxy appointment to be valid, the appointment must be received by not later than 11:00 a.m. (London, United Kingdom time) on 18 December 2024 or, in the case of an adjournment of the Court Meeting, not later than 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time appointed for the adjourned meeting.

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- If you are an institutional investor you may be able to appoint a proxy electronically via the Proximity platform a process which has been agreed by the Company and approved by Equiniti. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged by 11:00 a.m. on 18 December 2024 or, in the case of an adjournment of the Court Meeting, not later than 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time appointed for the adjourned meeting, in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them, and they will govern the electronic appointment of your proxy.
- The completion and return of this Form of Proxy (or transmission of a proxy appointment or voting instruction electronically, through CREST or by any other procedure described above or in the Scheme Document) will not prevent you from attending, asking questions and/or raising any objections and voting at the Court Meeting in person if you are so entitled and wish to do so.
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- You may not use any electronic address provided either in the Notice or any related documents (including this Form of Proxy) to communicate with the Company for any reason other than those expressly stated.
- This Form of Proxy should not be used for comments, change of address or queries. Please contact Equiniti using the details set out in Note 18 above.

BlackandCallow – c122033

PLEASE USE REPLY-PAID ENVELOPE PROVIDED

BlackandCallow – c122033

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