

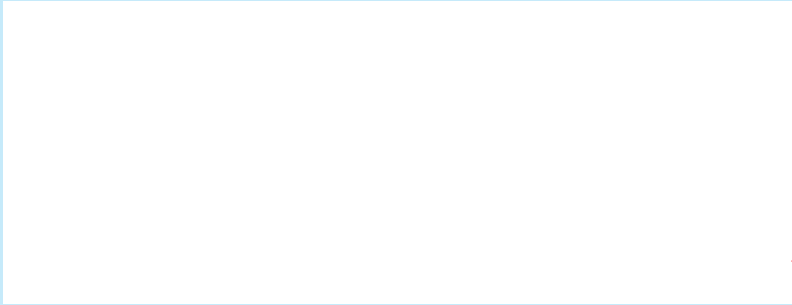
COURT MEETING OF HYVE GROUP PLC: FORM OF PROXY

3 May 2023 at 10.00 a.m.



Location of Court Meeting: The Court Meeting will be held at the offices of Hyve Group plc at 2 Kingdom Street, London, W2 6JG

Before completing this Form of Proxy, please read carefully the Notice of Court Meeting set out in Part IX of the scheme document of Hyve Group plc dated 5 April 2023 (the "Scheme Document") which has been sent or made available to Scheme Shareholders and the guidance notes set out overleaf.



Notice of Availability – important, please read carefully. You can now access the Scheme Document (which includes at Part IX the Notice of Court Meeting) at <https://hyve.group/investors>. Instead of completing this Form of Proxy, you can submit your proxy via the internet at www.sharevote.co.uk in accordance with the instructions below.

By an order dated 4 April 2023 made in the matter of Hyve Group plc (the "Company") and in the matter of the Companies Act 2006 (as amended), the Court has given permission for a meeting of the Scheme Shareholders (as defined in the Scheme Document) to be convened for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement proposed to be made pursuant to Part 26 of the Companies Act 2006 (as amended) (the "Scheme") between the Company and the Scheme Shareholders and that such meeting shall be held at 2 Kingdom Street, London, W2 6JG on 3 May 2023 at 10.00 a.m. (the "Court Meeting") at which place and time all Scheme Shareholders are requested to attend either in person or by proxy.

How to vote at the Court Meeting

Guidance notes are on the reverse of this Form of Proxy. You can vote online (see Option 1 below) or by completing the Form of Proxy (Option 2 below). If you choose Option 2, this Form of Proxy should be detached and returned to the Company's Registrar, Equiniti, by 10.00 a.m. on 28 April 2023. Please return the Form of Proxy to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, United Kingdom. Alternatively, you can return it in an envelope using the following address: Equiniti Limited, FREEPOST RTHJ-CLLL-KBKU, Aspect House, Spencer Road, Lancing, West Sussex BN99 8LU. No postage is required if posted from within the United Kingdom. If the Form of Proxy is posted from outside of the United Kingdom, you should return it in an envelope, with the postage paid, to Equiniti Limited, Aspect House, Spencer Road, Lancing, BN99 6DA.

Option 1: Vote Online Go to www.sharevote.co.uk and follow the on-screen instructions.

Voting ID:	Task ID:	Shareholder Reference Number:
<input type="text"/>	<input type="text"/>	<input type="text"/>

Shareholder Reference Number:

Court Meeting Proxy Form

Option 2: Vote I/we want to give voting instructions as follows:

I/We, the undersigned, being a member/members of the Company, appoint the Chairman of the meeting or the following person:

Number of Scheme Shares:

<input type="text"/>	<input type="text"/>
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as my/our proxy to attend/speak and vote on my/our behalf at the Court Meeting to be held on 3 May 2023 and at any adjournment thereof, and direct that my/our proxy will vote on the resolution to approve the Scheme as indicated with a signature in either the box marked "FOR the Scheme" or the box marked "AGAINST the Scheme" in the appropriate spaces below.

Please indicate here with an 'X' if this Form of Proxy is one of multiple instructions being given (see note 4)

Resolution: If you wish to vote for the Scheme, sign your name in the box marked "FOR the Scheme". If you wish to vote against the Scheme, sign your name in the box marked "AGAINST the Scheme". Only insert your signature once. If you sign both boxes, or do not sign in either box, then this Form of Proxy will be invalid.

FOR the Scheme

Signature of Scheme Shareholder or duly authorised attorney or, for a corporate shareholder, seal or signature of an authorised officer, attorney or other person

Signature

Date

AGAINST the Scheme

Signature of Scheme Shareholder or duly authorised attorney or, for a corporate shareholder, seal or signature of an authorised officer, attorney or other person

Signature

Date

Kindly note: In addition to completing this BLUE Form of Proxy for the Court Meeting, please also complete and return the WHITE Form of Proxy enclosed for the General Meeting (as defined in the Scheme Document). Please read the attached guidance notes 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 in accordance with the instructions set out above, or to appoint a proxy through CREST, online or electronically, as soon as possible.

Notes on appointing a proxy

1. Full details of the resolution to be proposed at the Court Meeting are set out in the Notice of Court Meeting which is set out in Part IX of the Scheme Document. Before completing this Form of Proxy, please also read the section entitled "Action to be taken" in the Scheme Document. Terms defined in the Scheme Document shall apply in this Form of Proxy, unless the context otherwise requires.
2. Only Scheme Shareholders, or their duly appointed representatives, are entitled to attend, speak and vote at the Court Meeting.
3. A Scheme Shareholder is entitled to appoint another person as their proxy to exercise all or any of their rights to attend and to speak and vote at the Court Meeting. A proxy need not be a shareholder of the Company. A Scheme Shareholder may appoint more than one proxy in relation to the Court Meeting, provided that each proxy is appointed to exercise the rights attached to a different Scheme Share or Scheme Shares held by that Scheme Shareholder. As an alternative to appointing a proxy, any Scheme Shareholder which is a corporation may vote by a corporate representative.
4. To appoint more than one proxy, you may photocopy this form. Please indicate the proxy holder's name (if you wish to appoint someone other than the chairman of the Court Meeting) and the number of Scheme Shares in relation to which they are authorised to act as proxy and indicating how you wish each proxy to vote.
5. To be valid, the Form of Proxy and the power of attorney or other authority (if any) under which it is signed and dated must be received by Equiniti by 10.00 a.m. on 28 April 2023 (or, in the case of any adjournment, not later than 48 hours before the time fixed for the adjourned Court Meeting, excluding any part of such 48-hour period falling on a day that is not a working day).
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". Please note that you must indicate a preference in order for this proxy to be valid.
7. To register the appointment of a proxy electronically, log on to www.sharevote.co.uk using the Voting ID, Task ID and shareholder reference number printed overleaf and follow the instructions provided. The proxy appointment must be registered on the website by 10.00 am on 28 April 2023. If you have not appointed a proxy by such time you may: (i) complete this Form of Proxy and email it to proxyvotes@equiniti.com or (ii) provide it in person to the Equiniti representative who will be present in person at the Court Meeting, in each case at any time prior to the commencement of the Court Meeting.
8. If you have any questions relating to completion and return of the Form of Proxy, please call the Shareholder Helpline on +44 (0)371 384 2050. Lines are open from 8.30 a.m. to 5.30 p.m. (London time) Monday to Friday (except English and Welsh public holidays). Calls are charged at the standard geographical rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. Please note that calls are recorded for security and training purposes and the Shareholder Helpline operators cannot provide advice on the merits of the Scheme, nor give financial, tax, investment or legal advice.
9. In the case of a corporate Scheme Shareholder, or corporation, the proxy appointment must be under seal or signed by a duly authorised officer, attorney or other person.
10. In the case of joint holdings, the vote of the first named in the register of members of the Company will be accepted to the exclusion of the votes of other joint holders.
11. This Form of Proxy gives your proxy full rights to attend, speak and vote at the Court Meeting and at any adjournment thereof. Unless otherwise instructed, a person appointed as proxy will exercise their discretion as to any other business (including amendments to the Scheme and any procedural business, including any resolution to adjourn) which may properly come before the Court Meeting or at any adjournment thereof.
12. A proxy need not be a member of the Company, but must attend the Court Meeting to represent you. If no name is inserted in the box provided, the Chairman of the Court Meeting will be deemed to be appointed as the proxy.
13. Any alterations to this Form of Proxy should be initialled.
14. Please return the Form of Proxy to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA. Alternatively, you can return it in an envelope using the following address: Equiniti Limited, FREEPOST RTHJ-CLLL-KBKU, Aspect House, Spencer Road, Lancing, West Sussex BN99 8LU.
15. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual on the Euroclear website (www.euroclear.com). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & International Limited's (EU) specifications and must contain the information required for such instructions, as described in the CREST Manual.
16. Entitlement to attend, speak and vote at the Court Meeting or any adjournment of it and the number of votes which may be cast at the Court Meeting shall be determined by reference to the register of members of the Company at 6.30 p.m. (London time) on 28 April 2023 or, if the Court Meeting is adjourned, 6.30 p.m. (London time) on the day which is 48 hours before the date set for the adjourned Court Meeting (excluding any part of such 48-hour period falling on a day that is not a working day). In each case, changes to the register of members of the Company after such time shall be disregarded.
17. The completion and return of the Form of Proxy will not preclude a Scheme Shareholder from attending the meeting and voting at the Court Meeting (or any adjournment thereof) if they so wish and are so entitled.
18. You may not use any electronic address provided either in the notice of Court Meeting or any related documents (including this Form of Proxy) to communicate with the Company for any purpose other than those expressly stated.
19. Any electronic communication sent to the Company's Registrar in respect of your proxy appointments that is found to contain a computer virus will not be accepted.
20. All references to times in this Form of Proxy are to London time, unless otherwise stated.



Freepost RTHJ-CLLL-KBKU
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