

# GENERAL MEETING OF HYVE GROUP PLC: FORM OF PROXY



**3 May 2023 at 10.15 a.m. (or as soon thereafter as the preceding Court Meeting  
(as defined in the Scheme Document) convened for 10.00 a.m. on 3 May 2023 has concluded or been adjourned)**

**Location of General Meeting:** The General Meeting will be held at the offices of Hyve Group plc (the "Company") at 2 Kingdom Street, London, W2 6JG.

**Before completing this Form of Proxy, please read carefully the Notice of General Meeting set out in Part X of the scheme document of Hyve Group plc dated 5 April 2023 (the "Scheme Document") which has been sent or made available to 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 X the Notice of General 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](http://www.sharevote.co.uk) in accordance with the instructions below.

## How to vote at the General 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 10.15 a.m. on 28 April 2023. Please return the proxy form 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](http://www.sharevote.co.uk) and follow the on-screen instructions.

Voting ID:

Task ID:

Shareholder Reference Number:

## General Meeting Proxy Form

Shareholder Reference Number:

**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 Hyve Shares:**

as my/our proxy to attend/speak and vote on my/our behalf at the General Meeting to be held on 3 May 2023 and at any adjournment thereof, and direct that my/our proxy will vote (or withhold my/our vote) on the Special Resolution as indicated with a cross in the appropriate space below.

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

If you wish to vote in favour of the Special Resolution set out below, please indicate with an 'X' in the box marked "FOR" below. If you wish to vote against the Special Resolution, please indicate with an 'X' in the box marked "AGAINST" below. If you wish to withhold your vote in respect of the Special Resolution, please indicate with an 'X' in the box marked "VOTE WITHHELD" below. Only insert an 'X' in one box. If you insert an 'X' in more than one box, or do not insert an 'X' at all, then this Form of Proxy will be invalid.

Special Resolution	For	Against	Vote Withheld
To give effect to the Scheme, including but not limited to, authorising the directors of the Company (or a duly authorised committee of the directors) to take all such action as they may consider necessary or appropriate to ensure the Scheme becomes Effective, and to approve the amendments to the articles of association of the Company, as set out in the Notice of General Meeting contained in Part X of the Scheme Document.			

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

**Kindly note: In addition to completing this WHITE Form of Proxy for the General Meeting, please also complete and return the BLUE Form of Proxy enclosed for the Court Meeting. Please read the attached Notes before completing this Form of Proxy. 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 Special Resolution to be proposed at the General Meeting, with explanatory notes, are set out in the Notice of General Meeting which is set out in Part X 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 Hyve Shareholders, or their duly appointed representatives, are entitled to attend, speak and vote at the General Meeting.
- 3 A Hyve 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 General Meeting. A proxy need not be a shareholder of the Company. A Hyve Shareholder 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 Hyve Share or Hyve Shares held by that Hyve Shareholder. As an alternative to appointing a proxy, a Hyve 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 General Meeting) and the number of Hyve 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 10.15 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 General Meeting, excluding any part of such 48-hour period falling on a day that is not a working day). If the Form of Proxy is not received by this date, it will be invalid.
- 6 This Form of Proxy gives your proxy full rights to attend, speak and vote at the General Meeting and at any adjournment thereof. Please indicate with an 'X' in the boxes provided above how you wish your vote to be cast.
- 7 Unless otherwise instructed, the person appointed as proxy will exercise his/her discretion as to how he/she votes or whether he/she withholds a vote on the Special Resolution and on any other business (including any procedural business, including any resolution to adjourn), which may properly come before the General Meeting or at any adjournment thereof.
- 8 The "Vote Withheld" option is provided to enable a shareholder to withhold their vote on the Special Resolution. 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" or "Against" the Special Resolution.
- 9 To register the appointment of a proxy electronically, log on to [www.sharevote.co.uk](http://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 10.15 a.m. on 28 April 2023 (or, in the case of an adjournment, not later than 48 hours before the time fixed for the adjourned General Meeting, excluding any part of such 48-hour period falling on a day that is not a working day).
- 10 If you have any questions relating to the completion and return of this 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 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.
- 11 In the case of a corporate Hyve Shareholder, the proxy appointment must be under seal or signed by a duly authorised officer, attorney or other person.
- 12 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.
- 13 A proxy need not be a member of the Company, but must attend the General Meeting to represent you. If no name is inserted in the box provided, the Chairman of the General Meeting will be deemed to be appointed as the proxy.
- 14 Any alterations to this Form of Proxy should be initialled.
- 15 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.
- 16 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](http://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 (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual.
- 17 Entitlement to attend and vote at the General Meeting or any adjournment of it and the number of votes which may be cast at the General 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 General Meeting is adjourned, 6.30 p.m. (London time) on the day which is 48 hours before the General 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.
- 18 The completion and return of the Form of Proxy will not preclude a Hyve Shareholder from attending and voting at the General Meeting (or any adjournment thereof) if they so wish and are so entitled.
- 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 As at 6:00 p.m. on 3 April 2023 (being the latest practicable date prior to the publication of the Scheme Document), the Company's issued share capital consisted of 291,640,907 ordinary shares of 10 pence each, carrying one vote each. Therefore the total voting rights in the Company as at 3 April 2023 were 291,640,907.
- 21 Copies of the Company's existing articles of association and copies of the articles of association as proposed to be amended by the special resolution set out in the Notice of General Meeting are available for inspection on the Company's website at <https://hyve.group/Investors>.
- 22 All references to times in this Form of Proxy are to London time, unless otherwise stated.



Freepost RTHJ-CLLL-KBKU  
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