

HEADLAM GROUP PLC-Annual General Meeting 2025 - Form of Proxy

You may appoint a proxy at uk.investorcentre.mpms.mufg.com instead of using this form.

Account Name:

IVC:

For guidance on how to complete this Form of Proxy please refer to the Notice of Meeting on the Company's website.

I/We being (a) member/members hereby appoint the Chair of the meeting/the following person:

Name of proxy (if not the Chair of the meeting):

Number of ordinary shares appointed over:
(if less than your full voting entitlement)

as my/our proxy, to attend, speak and vote on my/our behalf at the Meeting of the Company and at any adjournment thereof.

Please put an 'X' in the box opposite if this proxy appointment is one of multiple appointments being made:

Please indicate with an 'X' below how you would like your proxy to vote on your behalf on the resolutions.

<u>Resolutions:</u>	For	Against	Withheld
1 To receive the Company's Annual Report and Accounts for the year ended 31 December 2024	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To approve the Directors' Remuneration Report (see notice)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To re-elect Adam Phillips as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To re-elect Chris Payne as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To re-elect Stephen Bird as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 To re-elect Jemima Bird as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

7 To re-elect Robin Williams as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 To re-elect Karen Hubbard as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 To re-appoint PricewaterhouseCooper LLP as the Auditors of the Company, to hold office from the conclusion of the meeting until the conclusion of the next AGM (see notice)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 To authorise the Directors to determine the Auditors' remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11 THAT, the Directors be authorised to allot shares in the Company and to grant rights or convert any any security into shares in the Company (see notice)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12 THAT, subject to resolution 11 the Directors be authorised to allot equity securities for cash as if section 561 of the Act did not apply (see notice)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13 THAT, subject to resolution 11 the Directors be authorised in addition to resolution 12 to allot equity securities for cash as if S.561 of the Act did not apply (see notice)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14 That the Company is hereby authorised for the purposes of section 701 of the Act to make market purchases of ordinary shares of 5 pence each (see notice)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15 That the Company be authorised to hold general meetings not less than 14 clear days' notice (see notice)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If you intend attending the meeting in person please place a 'X' in the box opposite ☐

Signature: _____ Date: _____

Please send this Form of Proxy in an envelope to FREEPOST PXS 1. Shareholders outside the United Kingdom should send this Form of Proxy to MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL, United Kingdom.

- 1 To appoint as a proxy a person other than the Chair of the meeting insert their full name in the space provided. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Registrars or you may photocopy this form. If you appoint more than one proxy, each proxy must be appointed to exercise the rights attached to a different share or shares held by you. Please indicate in the box next to the proxy's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and dated and should be returned together in the same envelope. A proxy need not be a member of the Company. Completion and return of the Form of Proxy will not preclude you from attending and voting in person at the AGM (or adjourned AGM) if you wish to do so.
- 2 Any alterations made to this Form of Proxy should be initialled.
- 3 Unless otherwise indicated on the Form of Proxy, CREST, Proxymity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.
- 4 This Form of Proxy must arrive not later than the voting deadline specified on the Notice of Meeting during usual business hours accompanied by any power of attorney under which it is executed (if applicable). Please return the Form of Proxy to the Registrar in an envelope addressed to **FREEPOST PXS 1**. Please note that delivery using this service can take up to five business days. Shareholders outside the United Kingdom should send this Form of Proxy to **MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL, United Kingdom**.
- 5 A corporation must execute the Form of Proxy under either its common seal or the hand of a duly appointed officer or attorney.
- 6 The Form of Proxy is for use in respect of the shareholder account specified overleaf only and should not be amended or submitted in respect of a different account.
- 7 The 'Vote Withheld' option is to enable you to abstain on any particular resolution. Such a vote is not a vote in law and will not be counted in the votes 'For' and 'Against' a resolution.
- 8 In the case of joint holders, the signature of only one of the joint holders is required but, if more than one votes, the vote of the first named on the Register of Members will be accepted to the exclusion of the other joint holders.
- 9 If more than one Form of Proxy is returned, either by paper or electronic communication, the proxy received last by the registrar before the latest time for the receipt of proxies (as set out in note 4) will take precedence.

- 10 If you have any questions about completing this form, please contact MUFG Corporate Markets by email at shareholderenquiries@cm.mpms.mufg.com or call them on Freephone 0371 664 0300 if calling from the UK or on +44 (0) 371 664 0300 if calling from outside the UK. Lines are open 9.00 am to 5.30 pm Monday to Friday.