Card Factory plc

Form of Proxy 2021 AGM

Shareholders Name(s) (Block Capitals)

For use at the Annual General Meeting to be held at the offices of UBS at 5 Broadgate, London, EC2M 2QS on 28 July 2021 at 11 a.m

I/We being a holder/holders of ordinary shares of Card Factory plc (the "Company") and entitled to vote at the Annual General Meeting hereby appoint the Chairman of the Meeting or (see Note 5 overleaf):

Name

Number of shares

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement* on my/our behalf at the Meeting to be held at the offices of UBS at 5 Broadgate, London, EC2M 2QS on 28 July 2021 and at any adjournment thereof.

This Form of Proxy is to vote on the resolutions detailed below. Please indicate with a mark X in each case how you wish the proxy to vote on your behalf or if you wish them to abstain from voting. In the absence of any such indication and in relation to any other business arising at the Meeting the proxy will vote or withhold your vote at his or her discretion.

☐ Please tick here if this proxy appointment is one of multiple appointments being made.*

(*For the appointment of more than one proxy, please refer to Note 2 overleaf)

Ordinary Resolutions

	For	Against	Vote withheld
1. Annual Report and Accounts			
2. Re-elect Paul Moody			
3. Elect Darcy Willson-Rymer			
4. Re-elect Kristian Lee			
5. Re-elect Octavia Morley			
6. Re-elect David Stead			
7. Re-elect Paul McCrudden			
8. Re-elect Roger Whiteside			
9. Re-elect Nathan Lane			
10. Directors' Report on Remuneration			
11. Directors' Remuneration Policy			
12. Re-appoint auditors			
13. Remuneration of auditors			
14. Authority to allot shares			

Special Resolutions

	For	Against	Vote withheld
15. Authority to disapply pre-emption rights			
16. Additional authority to disapply pre-emption rights			
17. Authority to purchase own shares			
18. Authority to call a general meeting on 14 clear days' notice			
19. Adopt new Articles of Association			

Signature

Date

Please ensure when posting this Form that both the admittance card and proxy notes are detached and retained for your use.

Card Factory plc

Shareholder Admittance card 2021

For use at the Annual General Meeting to be held at the offices of UBS at 5 Broadgate, London, EC2M 2QS on 28 July 2021 at 11am

Attendance at the meeting – Admittance card

If you intend to be present at the Annual General Meeting please sign this card and present it at the Registration Desk on arrival in order to assist admittance procedures. If you appoint a proxy, it is not necessary to hand this card to your proxy.

The Registration Desk will exchange this card for a voting pass.

Dated

Signature

Shareholder Reference Number

Card Factory plc

Shareholder Admittance card 2021

For use at the Annual General Meeting to be held at the offices of UBS, 5 Broadgate, London, EC2M 2QS on 28 July 2021 at 11 a.m.

Form of Proxy (the "Form") – Notes on completion and use

1. Full details of the resolutions to be proposed at the AGM (the "Meeting"), with explanatory notes, are set out in the Notice of Meeting (the "Notice").
2. A shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to exercise all or any of his/her rights to attend and speak and vote at the Meeting in his/her place. A shareholder so entitled may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Registrar on 0371 384 2030 or +44 121 415 7047 from outside the UK. Lines are open 8.30 a.m. to 5.30 p.m. Monday to Friday (excluding public holidays in England and Wales). Alternatively, you may photocopy the Form. 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 should be returned together in the same envelope.
3. The appointment of a proxy will not prevent a shareholder from subsequently attending and voting at the Meeting in person.
4. Shareholders who wish to appoint a proxy other than the Chairman of the Meeting, should insert that proxy's name in the space provided, delete the words "the Chairman of the Meeting or" and initial the alteration.
5. A proxy need not be a member of the Company. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see overleaf). 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 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 Form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
6. The "Vote Withheld" option is provided to enable the appointor to withhold his/her vote on any particular resolution. It should be noted that a withheld vote is not considered to be a vote in law and will not be counted in the proportion of votes "For" and "Against" a resolution.
7. This Form (i) in the case of an individual, must either be signed by the appointor or his/her attorney; and (ii) in the case of a corporation, must be either given under its common seal or be signed on its behalf by an attorney or a duly authorised officer of the corporation. Any signature on or authentication of such appointment need not be witnessed. Where an appointment of a proxy is signed on behalf of the appointor by an attorney, the power of attorney or a copy thereof certified notarially or in some other way approved by the Directors must (failing previous registration with the Company) be submitted to the Company, failing which the appointment may be treated as invalid.
8. To be effective, this Form, together with any power of attorney or other authority under which it is executed (or a duly certified copy of any such power of authority), must either be (a) sent to the Company's Registrars, Equiniti Limited, of Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA or (b) lodged using the CREST Proxy Voting Services, in each case so as to arrive no later than 11 a.m. on 26 July 2021 or, if the Meeting is adjourned, 48 hours before the time fixed for the adjourned Meeting.
9. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the Meeting, and the number of votes which may be cast at the Meeting, will be determined by reference to the Company's register of members at 6.30 p.m. on 26 July 2021, if the Meeting is adjourned, at 6.30 p.m. on the day two days before the day fixed for the adjourned Meeting (as the case may be). In each case, changes to the register of members after such time will be disregarded in determining the rights of any person to attend and vote at the Meeting.
10. In the case of joint holders, only one need sign this Form but, if more than one holder votes, the vote of the senior holder who tenders a vote will be accepted to the exclusion of the other joint holders. For this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
11. Any proxy appointed pursuant to this Form will vote as indicated by this Form. For any other business arising at the Meeting, including any proper procedural resolution not listed on the Notice, the proxy will vote at his/her discretion.
12. CREST participants may lodge their proxy appointments via CREST. Please refer to Note 11 on page 6 of the Notice. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number RA19) not later than 48 hours before the time (as determined by timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
13. Any alterations to this Form must be initialled by the person who signs it.