

Proxy Form

S4Capital plc

Incorporated and registered in England and Wales under number 10476913

Name and address of shareowner (please complete)

Number of shares

ANNUAL GENERAL MEETING (the 'Meeting') of **S4CAPITAL PLC** (the 'Company') to be held electronically and at The Hewett Building, 14 Hewett Street, London EC2A 3NP.

Before completing this form, please read the explanatory notes following this Proxy Form.

I/We being a member of the Company appoint or the Chairman of the Meeting to act as my/our proxy to attend and vote on my/our behalf at the Meeting to be held at 1.00 pm on 16 June 2022 and at any adjournment thereof. I/We have indicated with an 'X' how I/we wish my/our votes to be cast on the following resolutions. Unless otherwise instructed, the proxy may vote as he or she sees fit or abstain in relation to the specific resolutions and any other business of the Meeting including amendments to resolutions.

If you wish to vote 'For' all the resolutions, in accordance with the Board's recommendation, tick here and then sign and date the Proxy Form below.

RESOLUTIONS	FOR	AGAINST	ABSTAIN (Note 8)	RESOLUTIONS	FOR	AGAINST	ABSTAIN (Note 8)
1. To receive the Annual Report and Accounts for the year ended 31 December 2021	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18. To re-appoint PricewaterhouseCoopers LLP as auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19. To authorise the Directors to fix the remuneration of the auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the Directors' Remuneration Policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	20. To authorise the Directors generally to allot Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Sir Martin Sorrell as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	21. To authorise the disapplication of pre-emption rights generally*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Victor Knaap as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	22. To authorise the disapplication of pre-emption rights in connection with a specified acquisition or capital investment*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Wesley ter Haar as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	23. To authorise the disapplication of pre-emption rights to facilitate pro-rata offers to overseas shareowners*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Christopher S. Martin as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	24. To authorise the Company to purchase its own shares*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Paul Roy as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	25. To enable the Company to call general meetings, other than an Annual General Meeting, on reduced notice*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Rupert Faure Walker as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	26. To authorise the capitalisation of the Company's Merger reserve	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect Susan Prevezer as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	27. To approve a capital reduction*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To re-elect Daniel Pinto as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	28. To amend article 126 of the Articles of Association*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To re-elect Scott Spirit as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	29. To approve Schedule 2 (Awards for United States participants) to the Company's Employee Share Ownership Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To re-elect Elizabeth Buchanan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
14. To re-elect Margaret Ma Connolly as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
15. To re-elect Naoko Okumoto as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
16. To re-elect Peter Miles Young as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
17. To elect Mary Basterfield as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

* denotes a special resolution

Signature

Date

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. Director or secretary).



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TEAR HERE





Share Registrars Ltd
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GU9 7XX



Notes to the Proxy Form

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. Appointment of a proxy does not preclude you from participating in the Meeting and voting, either in person or electronically. If you have appointed a proxy and participate in the Meeting, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. To appoint as your proxy a person other than the Chairman of the Meeting, insert their full name in the box. If you sign and return this Proxy Form with no name inserted in the box, the Chairman of the Meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the Meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you will need to complete a separate Proxy Form in relation to each appointment. Additional Proxy Forms may be obtained by contacting the Company's registrar or Company Secretary.
5. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
6. The Company is enabling shareowners to attend and participate in the Meeting electronically, should they wish to do so. The user guide can be found in the Notice of Meeting. The Meeting ID is 171-507-258 and your unique SRN and PIN can be found on this Proxy Form.
7. To be valid for the Meeting, a Proxy Form should be completed, signed and lodged (together with any power of authority or any other authority under which it is signed or a duly certified copy of such power of authority) with the Company's registrar:
 - by email to voting@shareregistrars.uk.com. Please include 'S⁴Capital plc' and your name as shown on this proxy form in the subject line of your email; or
 - by post to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX.no later than **1.00 pm on 14 June 2022**.
8. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. In the absence of any specific direction, the proxy will vote (or abstain from voting) at his or her discretion. To abstain from voting on a resolution, mark the box "Abstain". An abstention is not a vote in law which means that the vote will not be counted in the calculation of votes "for" and "against" the resolution.
9. A proxy will act in his/her discretion in relation to any business, other than that above, at the Meeting (including any resolution to amend a resolution or to adjourn the Meeting).
10. In the case of a corporation, this proxy form must be executed under its common seal or signed on its behalf by an attorney or officer of the corporation.
11. In the case of joint holders, the vote of the senior holder shall be accepted to the exclusion of the votes of other joint holders. For this purpose, seniority shall be determined by the order in which the names of such holders stand in the register of members in respect of the joint holding.
12. 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 7RA36) not later than 48 hours before the time appointed for holding the Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which an 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 should be initialled.

To be effective, all votes must be lodged in accordance with Note 7 above.