

# XPS Pensions Group plc

## Proxy Form

for the Annual General Meeting convened for 1.00pm on Thursday 5 September 2024 (AGM)

Please read the explanatory notes overleaf before completing this form.

Shareholder Reference Number

You can lodge your proxy vote online at [www.shareview.co.uk](http://www.shareview.co.uk) by going to Equiniti's Shareview website, [www.shareview.co.uk](http://www.shareview.co.uk), and logging in to your Shareview Portfolio. To register for a Shareview Portfolio, go to [www.shareview.co.uk](http://www.shareview.co.uk) and enter the requested information.

I/We, the undersigned, being (a) member(s) of XPS Pensions Group plc (the "Company"), hereby appoint the Chairman of the AGM or the person named below (see note 3 overleaf) 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 AGM of the Company to be held at Phoenix House, 1 Station Hill, Reading, Berkshire RG1 1NB at 1.00pm on Thursday 5 September 2024 and at any adjournment thereof. My/our proxy is to vote as indicated by an "X" below in respect of the resolutions set out in the Notice of AGM dated 11 July 2024 and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the AGM.

| Name of proxy        | Number of shares to be voted (see Note 4) |
|----------------------|---|
| <input type="text"/> | <input type="text"/>                      |

Please mark this box  if you attach a schedule of multiple proxies to this Proxy Form (see Notes 5 and 6).

## Resolutions

Please mark "X" below to indicate how you wish your proxy to vote:

### Ordinary resolutions

- To receive the Directors' Report and Accounts for the year ended 31 March 2024.
- To declare a final dividend of 7.0p per ordinary share.
- To approve the Directors' Remuneration Report for the year ended 31 March 2024 (other than the part containing the Directors' Remuneration Policy).
- To approve the XPS Pensions Group Deferred Share Bonus Plan.
- To increase the cap on fees that can be paid to Non-Executive Directors to £750,000 per annum.
- To re-elect Alan Bannatyne as a Director.
- To re-elect Ben Bramhall as a Director.
- To re-elect Paul Cuff as a Director.
- To re-elect Sarah Ing as a Director.
- To elect Imogen Joss as a Director.
- To re-elect Aisling Kennedy as a Director.
- To re-elect Snehal Shah as a Director.
- To re-elect Margaret Snowdon OBE as a Director.
- To elect Martin Sutherland as a Director.
- To reappoint BDO LLP as auditor of the Company.
- To authorise the Audit & Risk Committee to fix the auditor's remuneration.
- To authorise the Company to use electronic means to convey information to members.
- To approve an authority to make political donations and to incur political expenditure.
- To authorise Directors to allot shares within specific limits.

### Special resolutions

- To give the Directors limited authority to allot shares for cash without making a pre-emptive offer to shareholders.
- To give the Directors an additional limited authority to allot shares for cash and disapply statutory pre-emption rights.
- To authorise the Company to make market purchases of its own shares up to a specified amount.
- To approve the calling of general meetings (other than an AGM) on not less than 14 clear days' notice.

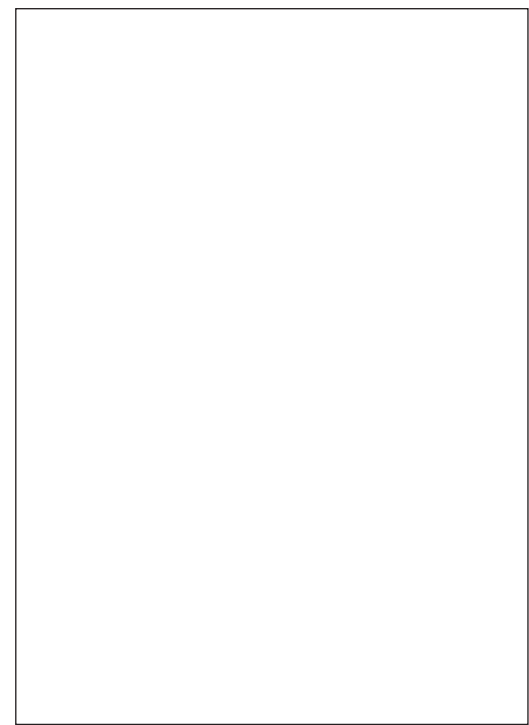
Signature (see notes 1, 9 and 10)

Date



Scan the QR code to take you directly to [www.shareview.co.uk](http://www.shareview.co.uk)

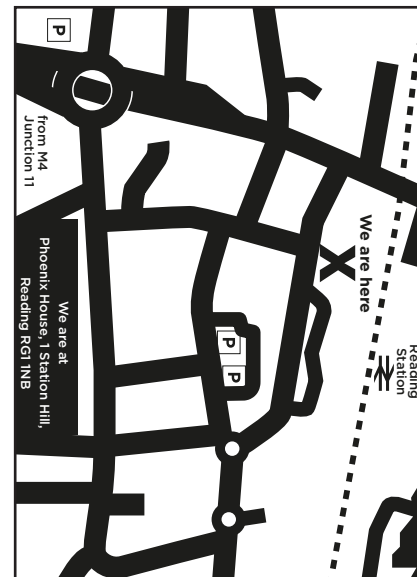
**Notice of availability**  
The 2024 Annual Report and Accounts and the Notice of Annual General Meeting are now available to be viewed and downloaded on the Company's website at [www.xpsgroup.com](http://www.xpsgroup.com). If you wish to receive electronic communications and manage your shareholding online, please visit the website of our Registrar, Equiniti, at [www.shareview.co.uk](http://www.shareview.co.uk) and click at the top of the page to register.  
Printed copies of any shareholder communications may be requested from Equiniti on +44 (0)371 384 2030. If calling from outside of the UK, please ensure the country code is used (lines are open from 8.30am to 5.30pm Monday to Friday), or by writing to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA.



### Directions to the AGM Venue

Phoenix House is a two-minute walk from Reading Station. From the main entrance or southern entrance, look to your right and you will see a pathway, stairs and ramp for Station Hill. Follow this route until you come to Phoenix House on your right.

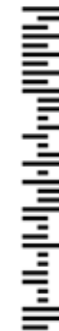
Directions by car: from M4: leave M4 at Junction 11. At roundabout follow signs to the A33 (signposted Reading/Madefski Stadium). Continue forward on the A33. Enter Reading: at the roundabout take the second exit onto A33. At the next roundabout take the fourth exit onto A33 (signposted Reading). At traffic lights continue forward on the A33. Take the left-hand slip road signposted A329M. At the roundabout take the third exit onto Friar Street. At the traffic lights bear left onto Greyfriars Road and at the end of the road will be Phoenix House. The nearest car park is located off Greyfriars Road on Garrard Street, Reading RG1 1NR, which is a short walk from Phoenix House.



Shareholder Reference Number

## Notes to the Proxy Form

1. In order to be valid, this Proxy Form and any power of attorney, or notarially certified copy thereof, under which it is executed must be: (a) completed, signed and lodged with the Company's Registrar, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom; or (b) the proxy appointment must be lodged using the CREST Proxy Voting Service in accordance with note 11 below as soon as possible but, in any event, so as to arrive no later than 1.00pm on Tuesday 3 September 2024.
2. As an alternative to completing this hard copy Proxy Form, members may register the appointment of their proxy electronically via the internet through Equiniti's online portfolio service, Shareview, and logging on to their portfolio using their usual user ID and password. To register for a Shareview Portfolio, go to [www.shareview.co.uk](http://www.shareview.co.uk) and enter the requested information. For an electronic proxy appointment to be valid, Equiniti Limited must receive such appointment no later than 1.00pm on Tuesday 3 September, such date determined without including non-working days; or, if the meeting is adjourned, no later than 48 hours before the time of any adjourned AGM.
3. The completion and return of a Proxy Form will not, however, preclude shareholders from attending and voting in person at the AGM or at any adjournment thereof should they wish to do so.
4. A proxy need not be a member of the Company but must attend the meeting to represent you. A member may appoint a proxy of his/her own choice, in which case the words "the Chairman of the AGM or" on this Proxy Form should be deleted and the name of the person appointed as proxy should be inserted in the space provided. If you sign and return this Proxy Form with no name inserted in the space provided, the Chairman of the AGM will be deemed to be your proxy.
5. If the proxy is being appointed in relation to less than your full voting entitlement, please enter 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 Proxy Form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
6. A member may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to different shares held by the member.
7. Please indicate next to the proxy holder's name the number of shares in relation to which the proxy is authorised to act as your proxy. Please also indicate, by ticking the box provided, if the proxy appointment is one of multiple appointments made. All forms must be signed and should be returned together.
8. The "Vote withheld" option is provided to enable you to abstain on any particular resolution. However, 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" and "Against" a resolution.
9. Where the member is a corporation, this form must be executed under its common seal or signed by any officer, attorney or other person duly authorised by the corporation.
10. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register.
11. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). The message must, in order to be valid, be transmitted so as to be received by Equiniti (ID RA19) by the latest time for receipt of proxy appointments specified in note 1 above. For further information on proxy appointment through CREST, see further notes 18 to 21 to the Notice of AGM.
12. If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). For details on appointing a proxy using Proxymity, please see further note 22 to the Notice of the AGM.
13. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with Section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
14. The total number of issued ordinary shares (exclusive of treasury shares) in the Company on 3 July 2024, which is the latest practicable date before the publication of this document, is 207,544,975 carrying one vote each on a poll at a general meeting of the Company. Therefore, the total number of voting rights exercisable as at 3 July 2024 is 207,544,975. As at 3 July 2024, the Company held no shares in treasury.

Freeport RTHJ-CLLL-KBKU  
Equiniti  
Aspect House  
Spencer Road  
LANCING  
BN99 8LU