

**Company Number NI644683**

**Rockpool Acquisitions Plc (Company)  
Annual General Meeting  
Proxy Form**

Shareholder Name \_\_\_\_\_

Shareholder Address \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**Before completing this form, please read the explanatory notes below**

I /We being a member of the Company appoint the Chairman of the meeting or (see notes 3 and 4)

as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held at Suite 204, The Kelvin, 17 College Square East, Belfast BT1 6DE on Monday 9th June 2025 at 3pm.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion 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 meeting.

|  | PLEASE INSERT "X" IN THE<br>APPROPRIATE<br>COLUMN BELOW |                |                |
|--|---|----------------|----------------|
| <b>ORDINARY RESOLUTIONS</b>  | <b>For</b>  | <b>Abstain</b> | <b>Against</b> |
| 1. To receive the Company's annual accounts for the financial year ended 31 December 2024 together with the strategic report, the directors' report and the auditor's report on those accounts.                        |   |                |                |
| 2. To re-appoint Richard Beresford who is retiring by rotation in accordance with the Company's articles of association, being recommended by the board and eligible for re-appointment, as a director of the Company. |   |                |                |
| 3. To re-appoint Michael Irvine who is retiring by rotation in accordance with the Company's articles of association,  |   |                |                |

|   |  |  |  |
|---|--|--|--|
| being recommended by the board and eligible for re-appointment, as a director of the Company.   |  |  |  |
| 4. To re-appoint Neil Adair who is retiring by rotation in accordance with the Company's articles of association, being recommended by the board and eligible for re-appointment, as a director of the Company.   |  |  |  |
| 5. To approve the Directors' Remuneration Report (other than the Directors' Remuneration Policy) set out on pages 14 to 16 of the annual report for the financial year ended 31 December 2024.  |  |  |  |
| 6. To approve the Directors' Remuneration Policy set out on pages 15 to 16 of the annual report for the financial year ended 31 December 2024.  |  |  |  |
| 7. To re-appoint Grant Thornton (NI) LLP as the Company's auditor to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting at which accounts are laid before the Company, and the setting of remuneration, of the auditors.   |  |  |  |
| 8. To authorise the directors of the Company to determine the auditor's remuneration.   |  |  |  |
| 9. To authorise the directors of the Company to (i) offer or allot; (ii) grant rights to subscribe for or to convert any security into; and (iii) otherwise deal in or dispose of, any shares (or any options, warrants, conversion rights and all other rights to acquire or subscribe for shares) to any person, at any time and subject to any terms and conditions as the directors think proper limited to shares having a maximum nominal amount of £100,000,000 for 24 months. |  |  |  |
| <b>SPECIAL RESOLUTION</b>   |  |  |  |
| 10. To disapply existing shareholders' right of pre-emption in respect of any offer, allotment, grant or dealing authorised by resolution 9.  |  |  |  |
|   |  |  |  |

| Signature | Date |
|-----------|------|
|           |      |

## 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 attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, 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 in person 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.

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, please indicate that in the box at the top of page 1.

5. To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

6. To appoint a proxy using this form, the form must be:

Completed and signed;

Sent or delivered in hard form to the Company c/o McCarthy Denning Ltd, 70 Mark Lane, London, EC3R 7NQ (FAO Kate Sherwin); and

Received by the Company no later than 3pm on Thursday 5th June 2025.

7. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

8. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

9. As an alternative to completing this hard-copy proxy form, you can appoint a proxy:

(i) electronically by emailing this proxy form to Kate Sherwin by email [ksherwin@mccarthydenning.com](mailto:ksherwin@mccarthydenning.com) (with a copy to [mike@cordovancapital.com](mailto:mike@cordovancapital.com)). For an electronic proxy appointment to be valid, your appointment must be received by the Company no later than 3pm on Thursday 5th June 2025; or

(ii) via CREST no later than 3pm on Thursday 5th June 2025 and in accordance with the notes to the notice of the meeting.

10. 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.

11. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.

12. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.