

Company Number NI644683

**Rockpool Acquisitions Plc (Company)
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 General Meeting of the Company to be held at McCarthy Denning Limited, 70 Mark Lane, London, EC3R 7NQ on Monday 28th July 2025 at 3pm.

I/We direct my/our proxy to vote on the 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 APPROPRIATE COLUMN BELOW		
SPECIAL RESOLUTION	For	Abstain	Against
<p>THAT with effect from the conclusion of the meeting, the articles of association of the Company be amended by including the following new article 5A:</p> <p>5A. Completion of Initial Transaction and Extensions</p> <p>5A.1 Initial Transaction Deadline</p> <p>The Company shall complete an initial transaction (as defined in the UK Listing Rules) in the period from the adoption of these Articles until 29 July 2027, (the "Initial Period") unless this period is extended in accordance with Article 5A.2. If an initial transaction is</p>			

<p>not completed during the Initial Period (including as extended pursuant to Article 5A.2) the Company will cease operations.</p> <p>5A.2 Extensions of the Initial Period</p> <p>The Initial Period may be extended by up to three periods of 12 months each ("extension periods"), provided that:</p> <p>5A.2.1 the first 12-month extension period is approved by an ordinary resolution of the Shareholders before the expiry of the Initial Period and such extension is notified to an RIS as defined in the UK Listing Rules before the end of the Initial Period; and</p> <p>5A.2.2 the second and third 12-month extension periods are approved by an ordinary resolution of the Shareholders before the expiry of the previous extension period and such extension is notified to an RIS as defined in the UK Listing Rules before the end of that previous extension period.</p>			
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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 Charlie Gill); and

Received by the Company no later than 3pm on Thursday 24th July 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 Charlie Gill by email cgill@mccarthydenning.com (with a copy to 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 24th July 2025; or

(ii) via CREST no later than 3pm on Thursday 24th July 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.