

Trainline plc Annual General Meeting 30 June 2022

You can submit your voting instructions ahead of the Annual General Meeting:

1. online at www.sharevote.co.uk;
2. by completing and returning this Proxy Form.

You can access the FY 2022 Annual Report and Accounts and the Notice of 2022 Annual General Meeting at <https://investors.thetrainline.com/AGM>.

Shareholder reference number:

Signature of person attending



FORM OF PROXY Trainline plc

Voting ID

Task ID

Shareholder Reference Number (SRN)

Please read the notes and instructions below and opposite before completing this form. I/We being a member/members of the above-named Company, hereby appoint the Chair of the Meeting, or please refer to Explanatory Note 3.

Name

Number of shares

as my/our proxy to exercise all or any of my/our rights to attend and to speak and vote in respect of the number of shares indicated above (or if no amount is indicated my/our full voting entitlement)* at the Annual General Meeting ('AGM') of Trainline plc (the 'Company') to be held at 10:00 a.m. on 30 June 2022 and at any adjournment of it. I/We direct that my/our proxy will vote (or abstain from voting) on the resolutions set out in the Notice of Annual General Meeting as indicated below:

☐ 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 7.

RESOLUTIONS

	For	Against	Withheld
1. To receive and approve the audited accounts for the year ended 28 February 2022, together with the strategic report, directors' report and auditors' report	☐	☐	☐
2. To receive and approve the Directors' Remuneration Report for the year ended 28 February 2022	☐	☐	☐
3. To receive and approve the Directors' Remuneration Policy	☐	☐	☐
4. To approve amendments to the Trainline plc Performance Share Plan Rules	☐	☐	☐
5. To re-elect Andy Philipps as a Director	☐	☐	☐
6. To re-elect Brian McBride as a Director	☐	☐	☐
7. To re-elect Duncan Tatton-Brown as a Director	☐	☐	☐
8. To re-elect Jennifer Duvalier as a Director	☐	☐	☐
9. To re-elect Jody Ford as a Director	☐	☐	☐
10. To re-elect Shaun McCabe as a Director	☐	☐	☐

RESOLUTIONS

	For	Against	Withheld
11. To re-appoint PwC LLP as auditors of the Company	☐	☐	☐
12. To authorise the Directors to determine the remuneration of the auditors	☐	☐	☐
13. To authorise political donations	☐	☐	☐
14. To authorise the Directors to allot shares, and grant rights to subscribe for or to convert securities into shares under section 551 Companies Act 2006	☐	☐	☐
15. To disapply statutory pre-emption rights under section 570 Companies Act 2006 up to 5% of share capital	☐	☐	☐
16. To disapply statutory pre-emption rights under section 570 Companies Act 2006 up to an additional 5% of share capital to finance acquisitions and capital investments	☐	☐	☐
17. To authorise the Company to make market purchases of its own ordinary shares	☐	☐	☐
18. To authorise the Company to call general meetings on not less than 14 clear day's notice	☐	☐	☐

Resolutions 1 to 14 will be proposed as Ordinary Resolutions and Resolutions 15 to 18 will be proposed as Special Resolutions. Please note that a "vote withheld" is not a vote in law and will not be counted in the calculation of the votes cast for and against the resolution.

PLEASE COMPLETE THE DETAILS BELOW IN BLOCK CAPITALS AND SIGN AND DATE WHERE INDICATED

The proxy is to vote as instructed in respect of the resolutions specified above. In the absence of instructions the proxy may vote or abstain as he or she thinks fit on the resolution specified above and, unless instructed otherwise, on any other business (including amendments to the resolutions) which may come before the meeting. Any alterations to this form of proxy should be initialled. If you complete and return the form of proxy this will not prevent you from attending in person and voting at the meeting should you subsequently decide to do so.

Please return this Form of Proxy to Equiniti Limited of Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA so as to arrive by 10.00 a.m. on 28 June 2022 or by following the instructions in Note 4 or Note 5. Alternatively, if you hold your shares in uncertificated form, you may appoint a proxy using the CREST electronic proxy appointment service, details of which are set out in the Notice of the Annual General Meeting.

SIGNATURE

DATE

Freepost RTHJ-CLL-KBKU
Equiniti
Aspect House
Spencer Road
LANING
BN9 8LU



EXPLANATORY NOTES

1. Full details of the resolutions to be proposed at the AGM, with explanatory notes, are set out in the Notice of Annual General Meeting accompanying this proxy form.
2. Only holders of Ordinary Shares, or their duly appointed representatives, are entitled to attend, speak and vote at the AGM. A member so entitled may appoint (a) proxy(ies), who need not be (a) shareholder(s), to attend, speak and vote on his/her behalf.
3. If you wish to appoint someone other than the Chair of the Meeting as your proxy please insert his/her name in the space provided and delete the Chair of the Meeting. A proxy need not be a shareholder of the Company.
4. You can also register the appointment of a proxy or proxies, or voting instructions for the meeting electronically by logging on to www.sharevote.co.uk. You will need to use your Voting ID, Task ID and Shareholder Reference Number which are printed on your Proxy Form. Full details of the procedures are given on the website. The proxy appointment and/or voting instructions must be received by Equiniti at least 48 hours before the appointed time of the meeting that is to say no later than 10.00 a.m. on 28 June 2022. Please note that any electronic communication sent to the Company or the Registrar that is found to contain a computer virus will not be accepted. The use of the internet service in connection with the AGM is governed by Equiniti Limited's conditions of use set out on the website, www.sharevote.co.uk.
5. CREST members who wish to appoint a proxy may do so by using the CREST electronic proxy appointment service. Please refer to the Notice of Annual General Meeting for further information.
6. To be valid, the form of proxy must reach the Company's Registrar, Equiniti, by no later than 10:00 a.m. (UK time) on 28 June 2022 or if the AGM is adjourned, 48 hours before the time for holding the adjourned AGM. Lodgement of a form of proxy does not prevent a member from attending and voting at the AGM in person.
7. To appoint more than one proxy, additional proxy forms can be downloaded from <https://investors.thetrainline.com/> AGM or be obtained by contacting the Company's Registrar, Equiniti on +44 (0)371 384 2030. Lines open 8.30 a.m. to 5.30 p.m. (Monday to Friday) or you may copy this form. Please indicate in the box next to the proxy holder's name, the number of shares in relation to which he/she is authorised to act as your proxy. Please also indicate by ticking the additional box provided if the proxy instruction is one of multiple separate instructions being given. All forms must be signed and should be returned together.
8. The 'Vote withheld' option on the form of proxy is provided to enable you to abstain on the resolution. However, 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. If the form of proxy is signed by someone else on your behalf, the original or a certified copy of the document evidencing their authority to sign must be returned with the form of proxy. If the shareholder is a corporation, the form must be executed under its common seal or signed by an officer, attorney or other person duly authorised by the corporation.
10. In the case of a joint holding, any holder may sign. Where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
11. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.
12. To be entitled to attend or vote at the meeting (and for the purpose of determining the number of votes you may cast), you must be entered on the Company's Register of Members as at 6.30 p.m. (UK time) on 28 June 2022, or, if the meeting is adjourned, you must be entered on the Company's Register of Members no later than 6.30 p.m. (UK time) on the day being two days prior to the day of the adjourned meeting. Changes to entries on the ordinary register after 6.30 p.m. (UK time) on 28 June 2022 shall be disregarded in determining the right of any person to attend or vote at the AGM (unless the AGM is adjourned in which case the previous provisions of this Note 13 apply).
13. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's Registrars, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Equiniti by 10.00 a.m. (UK time) on 28 June 2022, or if the AGM is adjourned, 48 hours prior to the adjourned meeting.
14. If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence.
15. This Proxy Form may be posted via Freepost for UK postage only. From outside the UK, Isle of Man or Channel Islands, the appropriate postage must be paid.
16. You may not use any electronic address provided in this form of proxy to communicate with the Company for any purposes other than those expressly stated.