

Trainline plc

General Meeting

21 November 2023

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

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

You can access the Circular for the Proposed Capital Reduction and the Notice of General Meeting at <https://trainlinegroup.com/investors/shareholder-centre/shareholder-meetings>
Shareholder Reference Number:

Signature of person attending:

FORM OF PROXY

Trainline plc



Voting ID

Voting ID	Task ID	Shareholder Reference Number (SRN)
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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

Name	Number of shares
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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 General Meeting ('GM') of Trainline plc (the 'Company') to be held at 14:30 p.m. on 21 November 2023 and at any adjournment of it. I/We direct that my/our proxy will vote (or abstain from voting) on the resolution set out in the Notice of 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.

RESOLUTION

1. THAT, subject to the confirmation of the High Court of Justice in England and Wales, the amount standing to the credit of the share premium account of the Company be cancelled.

For	Against	Withheld
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The Resolution will be proposed as a Special Resolution.

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 resolution 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 resolution) 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 14:30 p.m. on 17 November 2023 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 General Meeting.

SIGNATURE

SIGNATURE	DATE
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Freepost RTHJ-CLLL-KBKU
Equiniti
Aspect House
Spencer Road
Lancing
BN99 8LU



EXPLANATORY NOTES

1. Full details of the resolution to be proposed at the GM, with explanatory notes, are set out in the Circular for the Proposed Capital Reduction and the Notice of General Meeting available at: <https://trainlinegroup.com/investors/shareholder-centre/shareholder-meetings>
2. Only holders of Ordinary Shares, or their duly appointed representatives, are entitled to attend, speak and vote at the GM. 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 14:30 p.m. on 17 November 2023. 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 GM 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 Circular for the Proposed Capital Reduction and the Notice of General Meeting for further information.
6. To be valid, the form of proxy must reach the Company's Registrar, Equiniti, by no later than 14:30 p.m. (UK time) on 17 November 2023 or if the GM is adjourned, 48 hours before the time for holding the adjourned GM. Lodgement of a form of proxy does not prevent a member from attending and voting at the GM in person.
7. To appoint more than one proxy, additional proxy forms can be downloaded from <https://trainlinegroup.com/investors/shareholder-centre/shareholder-meetings> or be obtained by contacting the Company's Registrar, Equiniti on +44 (0)371 384 2030. Lines open 08.30 a.m. to 17.30 p.m. (Monday to Friday) or you may copy this form. 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' the 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 18.30 p.m. (UK time) on 17 November 2023, or, if the meeting is adjourned, you must be entered on the Company's Register of Members no later than 18.30 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 18.30 p.m. (UK time) on 17 November 2023 shall be disregarded in determining the right of any person to attend or vote at the GM (unless the GM is adjourned in which case the previous provisions of this Note 12 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 14.30 p.m. (UK time) on 17 November 2023, or if the GM 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.