

2022 Annual General Meeting: Form of Proxy

PensionBee Group plc (the 'Company')



The 2022 Annual General Meeting (the 'AGM' or 'Meeting') will be held at **2.00 p.m. on Wednesday 18 May 2022.**

The Chairman's Letter to Shareholders appears at the front of the 2022 Notice of Annual General Meeting (the 'Notice') and contains important information about our AGM. **We encourage all Shareholders to read it.** The Notice is available on the Company's website at www.pensionbee.com/investor-relations/annual-general-meeting.

If you would like to attend and vote at the Meeting electronically, please follow the instructions set out in the Notice.

You will require the following details to join the Meeting electronically:

Meeting ID:

<https://web.lumiagm.com/193-727-815>

Shareholder Reference Number (SRN):

PIN: First two and last two digits of your SRN

AGM Arrangements

If you would like to attend and vote at the Meeting **we strongly encourage you to do so electronically**, as detailed above.

You are entitled to attend the meeting in person at the offices of Clifford Chance LLP, 10 Upper Bank Street, London, E14 5JJ. The AGM will be broadcast from the venue. As most of our Board members will be joining electronically, there will be limited opportunity for shareholder interaction in person, as those at the venue will be taking part in the meeting broadcast under studio conditions.

If you would like to attend the meeting in person, we ask you to please register your intention as soon as possible by emailing us at investor@pensionbee.com (including your name and Shareholder Reference Number in the email) to help us plan appropriately.

We strongly encourage you to **appoint the Chairman of the meeting as your proxy** and return your completed Form of Proxy in the prepaid envelope. Alternatively, you can vote online at www.sharevote.co.uk.

You should bring this Form of Proxy with you, if you have registered to attend the AGM in person.

Before completing this Form of Proxy, please read the Explanatory Notes to the Form of Proxy.

Voting ID

Task ID

Shareholder Reference Number

I/We being a member of the Company appoint the Chair of the meeting or the following person (see note 3) as my/our proxy to attend, speak and vote on my/our behalf at the 2022 Annual General Meeting of the Company to be held on Wednesday 18 May 2022 at 2.00 p.m. and at any adjournment of the meeting.

I/We would like my/our proxy to vote on the resolutions proposed at the Meeting as indicated below. Unless otherwise instructed the proxy may vote as he/she sees fit or abstain in relation to any business of the Meeting (including amendments to resolutions and any procedural business), which may come before the AGM.

Name of Proxy

No. of Shares

If you wish to appoint multiple proxies, please see note 4 below. Please tick here if you are appointing more than one proxy

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'.

Ordinary Resolutions

Resolutions	For	Against	Withheld	Resolutions	For	Against	Withheld
1. To receive the Company's Annual Report and Financial Statements for the year ended 31 December 2021.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. To re-appoint Deloitte LLP as the Company's auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' Remuneration Report.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. To authorise the Directors to determine the auditor's remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the Directors' Remuneration Policy.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. To authorise the Directors to allot shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To appoint Romi Savova as an Executive Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. To authorise the Directors to make Political Donations.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To appoint Jonathan Lister Parsons as an Executive Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Special Resolutions			
6. To appoint Mark Wood CBE as an Independent Non-Executive Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. To authorise Directors to dis-apply pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To appoint Mary Francis CBE as an Independent Non-Executive Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. To authorise additional authority to dis-apply statutory pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To appoint Michelle Cracknell CBE as an Independent Non-Executive Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. To authorise the calling of general meetings on 14 days' notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To appoint Lara Oyesanya FRSA as an Independent Non-Executive Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17. To adopt amended Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature:

Name in block capitals:

Date:

Explanatory Notes to the Form of Proxy

1. As a member of the Company you are entitled to appoint a proxy or proxies 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. If the proxy is being appointed in relation to part of your holding only, please enter in the box next to the proxy's name the number of shares in relation to which they are authorised to act as your proxy. If this box is left blank they will be authorised in respect of your full voting entitlement. This Form of Proxy confers authority to demand or join in demanding a poll.
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 and vote, your proxy appointment will automatically be terminated.

Appointment

3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. If you wish to appoint a proxy other than the Chair of the meeting, insert their full name in the box. If you leave this space blank, the Chair of the meeting will be appointed your proxy. Where you appoint as your proxy someone other than the Chair, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chair and give them the relevant instructions directly.
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, additional Forms of Proxy may be obtained by contacting the Company's registrar, Equiniti, or you may copy this form. If you are appointing more than one proxy, please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy and indicate by ticking the relevant box that the proxy appointment is one of multiple appointments being made. Multiple proxy appointments should be returned together in the same envelope.
5. In the case of joint holders, 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).

Voting Directions

6. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Withheld" box. A vote withheld is **not a vote in law**, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at their discretion. Your proxy will vote (or abstain from voting) as they think fit in relation to any other matter which is put before the meeting, including a motion to adjourn.

Returning your Form of Proxy

7. To appoint a proxy using this form, the form must be:
 - Completed and signed;
 - Sent or delivered to Equiniti at Aspect House, Spencer Road, Lancing, BN99 6DA; and
 - Received by Equiniti no later than **2.00 p.m. on Monday 16 May 2022**.
8. In the case of a member which is a company, this Form of Proxy 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 this Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.
9. As an alternative to completing this hardcopy Form of Proxy, you can appoint a proxy electronically by accessing our Registrar's website at **www.sharevote.co.uk** where full instructions on the procedure are given. The Voting ID, Task ID and Shareholder Reference Number printed on the Form of Proxy will be required in order to use this electronic proxy appointment system. Alternatively, shareholders who have already registered with Equiniti's online portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at **www.shareview.co.uk**, using their usual user ID and password, then clicking on "View" on the "My Investments" page, leading to the link to vote. For an electronic proxy appointment to be valid, your appointment must be received by Equiniti no later than **2.00 p.m. on Monday 16 May 2022**.
10. 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 on the Euroclear website (www.euroclear.com). To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by the Company's agent (ID RA19) by **2.00 p.m. on Monday 16 May 2022**. See the notes to the Notice of Meeting for further information on proxy appointments through CREST.
11. If you are an institutional investor, you may be able to appoint a proxy via the Proxymity platform a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by **2.00 p.m. on Monday 16 May 2022** in order to be considered valid.
12. 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. For details of how to change your proxy instructions or revoke your proxy appointment, see the notes to the Notice.
13. 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.

Toppan Merrill, London
22-8186-4