

Notice of availability - Important please read carefully

The Pod Point Group Holdings plc Annual Report and Accounts 2022 together with the 2023 Notice of AGM are now available online at investor.s.pod-point.com

Managing your shareholding online

Many of our shareholders have elected to receive communications electronically as this offers access to information in a secure, convenient and timely manner. You will receive email notifications when documents, such as the Annual Report, are available to view online.

We strongly encourage our shareholders to register for electronic communication and play their part in reducing our impact on the environment by saving paper.

To receive shareholder communications electronically you will need to register for Shareview Portfolio on Equiniti's secure website www.shareview.co.uk using your Shareholder Reference Number quoted at the top of this Form of Proxy.

In addition to receiving communications electronically you can also use your portfolio to:

- View your share balance
- Change your address
- View dividend payment and tax information
- Sign up to have your dividends paid directly into your bank account

FORM OF PROXY

Pod Point Group Holdings plc



Voting ID

Task ID

Shareholder Reference Number (SRN)

I/We hereby direct the Chair of the Meeting or the following person as my/our proxy to attend, speak and vote in respect of my/our full entitlement on my/our behalf at the Annual General meeting of Pod Point Group Holdings plc, to be held by means of a virtual meeting on Tuesday 13 June 2023 at 2.00pm, and at any adjourned meeting.

Name of appointed proxy

Number of Shares

☐

Please tick here if this proxy appointment is one of multiple appointments (see Note 2 over).

The vote withheld option is provided to enable you to instruct the proxy not to vote on any particular resolution. A vote withheld is not a vote in law and will not therefore be counted in the calculation of the proportion of votes for and against a resolution.

Ordinary Resolutions		For	Against	Vote Withheld
1	Receiving the 2022 Report and Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Approval of the Annual Report on Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Re-election of Erik Fairbairn as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Election of David Wolffe as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Re-election of Philippe Com Maret as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Re-election of Robert Guyler as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Re-election of Gareth Davis as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	Re-election of Margaret Amos as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	Re-election of Norma Dove-Edwin as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10	Re-election of Karen Myers as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11	Re-election of Andrew Palmer as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Ordinary Resolutions		For	Against	Vote Withheld
12	Re-election of Erika Schraner as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13	Re-appointment of Deloitte LLP as auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14	Authority to set the remuneration of the auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15	Authority to make political donations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16	Directors' authority to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Resolutions

17	Authority for the Company to purchase its own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18	Notice period of 14 clear days for a general meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

Date

Explanatory Notes

Proxies

- A member is entitled to appoint another person as their proxy to exercise all or any of their rights to attend and to speak and vote at the Annual General Meeting. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder.

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



2. The appointment of a proxy will not prevent a member from subsequently attending and voting at the meeting in person using the virtual facility. In the case of joint holders, any one holder may vote. If more than one holder is present at the meeting, only the vote of the senior will be accepted, seniority being determined in the order in which the names appear on the register. The Chair of the Annual General Meeting is willing to be your proxy. If you wish to appoint the Chair, you need not change this part of the proxy form. If you are an ordinary shareholder and wish to appoint someone else to be your proxy, you should delete the words "the Chair of the meeting or" and write the name of the person you wish to be your proxy in the space provided. A space has been included in the Form of Proxy to allow members to specify the number of shares in respect of which that proxy is appointed. Shareholders who return the Form of Proxy duly executed but leave this space blank will be deemed to have appointed the proxy in respect of all of their shares. Shareholders who wish to appoint more than one proxy in respect of their shareholding should contact the Company's Registrars, Equiniti Limited, FREEPOST RTHJ-CLLL-KBKU, Aspect House, Spencer Road, Lancing, West Sussex BN99 8LU, UK on 0371 384 2030 (if you are calling from outside the UK, please ensure you use the country code). Lines open 8:30 a.m. to 5:30 p.m. (BST), Monday to Friday (excluding bank holidays), for additional Forms of Proxy, alternatively you may photocopy this document indicating on each copy the name of the proxy you wish to appoint and the number of Ordinary Shares in the Company in respect of which the proxy is appointed. All Forms of Proxy should be returned together in the same envelope.
3. To appoint a proxy: either (a) the Form of Proxy, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be deposited with the Company's Registrars, Equiniti Limited, FREEPOST RTHJ-CLLL-KBKU, Aspect House, Spencer Road, Lancing, West Sussex BN99 8LU, UK; or (b) the proxy appointment must be lodged using the CREST Proxy Voting Service in accordance with notes 7 to 10 below; or (c) online proxies must be lodged in accordance with note 6 below; or proxies submitted via the Proximity service in accordance with note 11 below; in each case so as to be received no later than 48 hours before the time of the holding of the AGM (excluding non-working days) or any adjournment thereof.
- Please note that all Forms of Proxy and electronic proxy appointments must be received by 2pm (UK time) on Friday 9 June 2023.

Nominated persons and corporate representatives

4. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
- Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers, provided that if two or more representatives purport to vote in respect of the same shares:
- (a) if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way; and
 - (b) in other cases, the power is treated as not exercised.

Record date

5. Entitlement to attend and vote at the virtual meeting, and the number of votes which may be cast at the meeting, will be determined by reference to the Company's register of members at close of business (6:30 p.m. UK time) on Friday 9 June 2023 or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting (as the case may be). In each case, changes to the register of members after such time will be disregarded.

Online voting

6. The website address for online voting is www.sharevote.co.uk. Shareholders will need to enter the Voting ID, Task ID and Shareholder Reference Number as printed on the Form of Proxy, and to agree to certain terms and conditions. Alternatively, shareholders who have already registered with Equiniti Registrars' online portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at www.shareview.co.uk by using their usual user ID and password. Once logged in, simply click 'view' on the 'My Investments' page, click on the link to vote and then follow the onscreen instructions. Full details and instructions on these electronic proxy facilities are given on the respective websites.

CREST proxy instructions

7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting (and any adjournment of the meeting) by following the procedures described in the CREST Manual (available via www.euroclear.com). CREST Personal Members or other CREST sponsored members (and those CREST members who have appointed a voting service provider) should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.
8. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message (regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by the latest time(s) for receipt of proxy appointments specified in note 3 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
9. CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that their CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members (and, where applicable, their CREST sponsors or voting service providers) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
10. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Proximity

11. If you are an institutional investor you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged by 2.00 pm on Friday 9 June 2023 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.