

Form of Proxy – Pod Point Group Holdings plc



Shareholder Reference Number (SRN)

Notice of availability
Important please read carefully

The Pod Point Group Holdings plc Annual Report & Accounts for the Year ended 31 December 2024 and a Notice of General Meeting is now available online at investors.pod-point.com.

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 General Meeting of Pod Point Group Holdings plc, to be held at the offices of Freshfields LLP, 100 Bishopsgate, London, EC2P 2SR on Friday 18th July 2025 at 11.00 a.m. (or as soon thereafter as the shareholder meetings convened for the same place and date in relation to the scheme of arrangement in respect of the Company shall have concluded or been adjourned), 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 2024 Report and Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Receipt and approval of the Annual Report on Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Appointment of KPMG LLP as auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Authority of the Audit & Risk Committee to set the remuneration of the auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval of the Directors' Remuneration Policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

Date

Explanatory Notes

Proxies

1. 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 General Meeting. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder.
2. The appointment of a proxy will not prevent a member from subsequently attending and voting at the meeting in person. 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 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, Aspect House, Spencer Road, Lancing, West Sussex BN99 8LU, UK on +44 (0) 371 384 2030. 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, 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 (d) proxies submitted via the Proxymity service must be lodged 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 General Meeting (excluding non-working days) or any adjournment thereof.

Please note that all Forms of Proxy and electronic proxy appointments must be received by 11.00 a.m. (BST) on Wednesday 16th July 2025 or, if the meeting is adjourned, 48 hours (excluding non-working days) before the time fixed for the adjourned meeting.

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 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 Wednesday 16th July 2025 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.shareview.co.uk. Shareholders will need to create an online portfolio using your 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 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.

Proxymity

11. If you are an institutional investor you may be able to appoint a proxy electronically 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 11.00 a.m. Wednesday 16th July 2025 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity'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.