



Carclo plc | Notice of availability Important, please read carefully

You can now access the FY24 annual report and accounts for the year ended 31 March 2024 and notice of annual general meeting at the 'Results and Presentations' tab of our website at www.carclo-plc.com/investors.

The annual general meeting ("AGM") is to be held in the Templars Suite at Novotel London Blackfriars, 46 Blackfriars Road, London SE1 8NZ on Thursday, 5 September 2024 at 11:00 am (the "Meeting").

Shareholders are encouraged to appoint the Chair of the AGM as their proxy.

You can submit your proxy online at www.shareview.co.uk or by completing and returning this form of proxy. Before completing this form, please read the notice of annual general meeting, together with the notes below. Once completed, please sign and return this form to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA so as to be received by 11:00 am on 3 September 2024. Alternatively, you may appoint a proxy via the CREST system (see note 12).



Scan the QR code to vote at
www.shareview.co.uk

Shareholder Reference Number ("SRN")

Carclo plc | Form of proxy **Annual general meeting**

I/we being a member/members of Carclo plc (the "Company") hereby appoint the Chair of the Meeting or (see note 2):

Name of proxy

Number of shares (see notes 3 and 4)

as my/our proxy to exercise all or any of my/our rights to attend, to speak and to vote for me/us and on my/our behalf at the annual general meeting of the Company to be held at 11:00 am on 5 September 2024 in the Templars Suite at Novotel London Blackfriars, 46 Blackfriars Road, London SE1 8NZ and at any adjournment thereof.

☐ Please mark this box if this proxy appointment is one of multiple appointments being made (see note 4).

I/we direct my/our proxy to vote on the resolutions to be proposed at the Meeting as I/we have indicated by marking the appropriate box with an "x". I/we further direct my/our proxy to vote (or refrain from voting) as they think fit for me/us and on my/our behalf on any other matter which may properly come before the Meeting or any adjourned meeting. If no indication is given, the proxy may vote or refrain from voting at their discretion (see note 5).

	For	Against	Vote withheld (see note 5)
Ordinary resolutions			
1. To receive the audited accounts and the auditors' and Directors' reports for the year ended 31 March 2024	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' remuneration policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the Directors' remuneration report (excluding the remuneration policy) for the year ended 31 March 2024	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Joe Oatley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Frank Doorenbosch	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Eric Hutchinson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Rachel Amey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To elect Natalia Kozmina	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-appoint Forvis Mazars LLP as auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To authorise the Audit & Risk Committee of the Board of Directors to determine the auditors' remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To authorise the Directors to allot shares up to the specified limit	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special resolutions			
12. To empower the Directors to issue shares for cash free from statutory pre-emption rights up to the specified limit	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To authorise the Company to purchase its own shares up to the specified limit	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To authorise the calling of any general meeting (other than an annual general meeting) by not less than 14 clear days' notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

(see notes 6 to 9)

Dated

NOTES

1. A member who is entitled to attend and vote at the Meeting is entitled to appoint another person, or two or more persons in respect of different shares held by them, as their proxy to exercise all or any of their rights to attend and to speak and vote at the Meeting. A proxy need not be a member of the Company.
2. If you wish to appoint a person other than the Chair as proxy, the words "the Chair of the meeting or" should be deleted and the name of the proxy inserted in the appropriate space. If you sign and return this proxy form with no name inserted in the space provided, the Chair of the Meeting will be deemed to be your proxy.
3. 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 entire shareholding.
4. To appoint more than one proxy, (an) additional proxy form(s) can be obtained from the Company's registrars, Equiniti, on +44 (0)371 384 2249 or you may photocopy this form. 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. Please also indicate by marking the relevant box if the proxy appointment is one of multiple appointments being made. All forms must be signed and should be returned together in the same envelope.
5. Please indicate with an "x" how you wish your proxy to vote. Unless otherwise instructed, a proxy may vote (or refrain from voting) on any resolution, and in respect of any other business which may properly come before the Meeting, at his discretion. The "Vote Withheld" option enables members to instruct their proxy not to vote on any particular resolution. However, it should be noted that a vote withheld is not a vote in law and will not be counted in the votes "For" or "Against" a resolution.
6. This form should be signed and dated by the member or their attorney duly authorised in writing. In the case of a corporation, this form of proxy must be executed under its common seal or as a deed or by a duly authorised attorney or by a duly authorised officer of the corporation.
7. In the case of joint holders, the signature of any one holder will be sufficient, but the names of all joint holders should be stated. The vote of the senior joint holder (as determined by the order in which the names stand in the Company's Register of Members in respect of the joint holding) who tenders a vote shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
8. If two or more valid but differing proxy forms are received in respect of the same share for use at the Meeting and in respect of the same matter, the one which is last validly received (regardless of its date or of the date of its execution) shall be treated as replacing and revoking the other or others as regards that share. If the Company is unable to determine which proxy form was last validly received, none of them shall be treated as valid in respect of that share, provided that if the Company determines that it has insufficient evidence to decide whether or not a proxy form is in respect of the same share, it shall be entitled to determine which form (if any) is to be treated as valid.
9. To be valid, this form of proxy (together with any power of attorney or other authority under which it is signed or notarially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971 of such power or authority) must be completed, signed and returned so as to be received by the Company's registrars, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA by 11:00 am on 3 September 2024.
10. Any alteration made to this form of proxy should be initialled.
11. Appointment of a proxy will not affect the right of a member to attend and vote at the Meeting in person.
12. To appoint one or more proxies or to give an instruction to a proxy via the CREST system, you should follow the procedures set out in the notes to the notice of annual general meeting and make the appointment(s) or give the instruction so as to be received at the address and by the time stated in the notes to the notice of annual general meeting.
13. If you wish to submit your proxy appointment electronically, you can register your proxy appointment and voting instructions by going to Equiniti's Shareview website, www.shareview.co.uk, and logging in to your Shareview Portfolio. To register for a Shareview Portfolio, go to www.shareview.co.uk and enter the requested information. If you return paper and electronic voting instructions, those received last by Equiniti before the latest time for the receipt of proxies or voting instructions will take precedence. You are advised to read the shareview.co.uk terms and conditions of use carefully.