

JUST GROUP PLC

FORM OF PROXY

For the Annual General Meeting to be held at 1 Angel Lane, London, EC4R 3AB on Tuesday 7 May 2024 at 10:00am.

Notice of Availability – important, please read carefully

You can now access the 2023 Annual Report and Accounts and Notice of Annual General Meeting at www.justgroupplc.co.uk.

You can submit your proxy electronically by scanning the QR code or visiting www.shareview.co.uk

Shareholder Reference Number:



Please read the Notes to the Notice of Annual General Meeting (“AGM”) carefully before appointing your proxy. If you are registered with Equiniti Registrars’ online portfolio service, Shareview, you can appoint your proxy electronically by logging on to your portfolio at www.shareview.co.uk and clicking on the link to vote.

I/we the undersigned, being (a) member(s) of Just Group plc (the “Company”) hereby appoint the Chair of the AGM or the person named below (**see note 1**) as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement on my/our behalf at the AGM of the Company to be held at 1 Angel Lane, London, EC4R 3AB on Tuesday 7 May 2024 at 10:00am and at any adjournment thereof.

Name of proxy (see note 1)	Number of shares to be voted (see notes 3 and 4)

My/our proxy is to vote as indicated by an “X” below in respect of the resolutions set out in the Notice of AGM dated 26 March 2024 (**see note 2**) and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the AGM.

Please mark this box ☐ if you attach a schedule of multiple proxies to this Form of Proxy (**see note 3**).

Please mark “X” to indicate how you wish your proxy to vote (**see note 2**).

	For	Against	Vote Withheld
Resolutions			
1. To receive the audited accounts of the Company together with the Strategic Report, Directors’ Report and the Auditor’s Report for the financial year ended 31 December 2023 (the “2023 Annual Report and Accounts”).	☐	☐	☐
2. To approve the Directors’ Remuneration Report for the year ended 31 December 2023.	☐	☐	☐
3. To declare a final dividend of 1.50 pence per ordinary share in respect of the year ended 31 December 2023, payable on 15 May 2024 to shareholders named on the register of members as at the close of business on 12 April 2024, provided that the Board may cancel the dividend at any time prior to payment, if it considers it necessary to do so for regulatory capital purposes.	☐	☐	☐
4. To elect James Brown as a Director of the Company.	☐	☐	☐
5. To elect Mark Godson as a Director of the Company.	☐	☐	☐
6. To re-elect Michelle Cracknell as a Director of the Company.	☐	☐	☐
7. To re-elect John Hastings-Bass as a Director of the Company.	☐	☐	☐
8. To re-elect Mary Kerrigan as a Director of the Company.	☐	☐	☐
9. To re-elect Mary Phibbs as a Director of the Company.	☐	☐	☐
10. To re-elect David Richardson as a Director of the Company.	☐	☐	☐
11. To re-elect Kalpana Shah as a Director of the Company.	☐	☐	☐
12. To re-appoint PricewaterhouseCoopers LLP as the Company’s Auditor.	☐	☐	☐
13. To authorise the Group Audit Committee to determine the remuneration of the Company’s Auditor.	☐	☐	☐
14. To authorise the Company to make political donations.	☐	☐	☐

	For	Against	Vote Withheld
15. To authorise the Directors to allot shares.	☐	☐	☐
16. To grant the Directors general authority to disapply pre-emption rights.*	☐	☐	☐
17. To grant the Directors additional authority to disapply pre-emption rights (acquisitions/capital investments).*	☐	☐	☐
18. To authorise the Company to purchase its own shares.*	☐	☐	☐
19. To authorise the Directors to allot shares in relation to contingent convertible securities.	☐	☐	☐
20. To disapply pre-emption rights in relation to contingent convertible securities.*	☐	☐	☐
21. To authorise the Directors to convene a general meeting on not less than 14 clear days' notice.*	☐	☐	☐

* Special resolution

Signature (see notes 5, 6 and 7)

Date

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Notes

1. If you wish to appoint a proxy other than the Chair of the AGM, please delete the words 'the Chair of the AGM or' and insert the name of your desired proxy in the space provided. If you wish your proxy to speak on your behalf at the AGM, you will need to appoint your own choice of proxy (not the Chair) and give your instructions directly to them.
2. To direct your proxy how to vote on the resolutions, please mark the appropriate box with an "X". Unless you indicate otherwise, your proxy may vote or abstain from voting as he/she thinks fit. The "Vote Withheld" option is to enable you to abstain on any particular resolution. Please note that a "Vote Withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" the resolution. On any other business arising at the meeting (including any motion to amend a resolution or adjourn the meeting) the proxy will act at his or her discretion.
3. You may appoint more than one proxy provided that each such proxy is appointed to exercise the rights attached to a different share or shares. To appoint more than one proxy, you should photocopy this Form of Proxy. On each Form of Proxy, please indicate in the box next to the proxy holder's name the number of shares in relation to which you authorise that person to act as your proxy. The total number of shares entered on all the Forms of Proxy you submit must not exceed the number of shares you hold in the Company. Please also indicate, by marking the relevant box, if the proxy instructions is one of multiple instructions being given.
4. If no number of shares is entered, the proxy will be authorised to act on your behalf in relation to your entire shareholding in the Company.
5. To be valid, all Forms of Proxy must be signed and returned to Freepost RTHJ-CLLL-KBKU, Equiniti Limited, Aspect House, Spencer Road, Lancing, BN99 8LU in the enclosed envelope so as to be received by no later than 10:00am on Thursday 2 May 2024. A stamp is not required if posted in the UK. Where multiple Forms of Proxy are completed, they should be returned together in the same envelope.
6. The Form of Proxy must be signed and dated by the member or his/her duly appointed attorney. A Form of Proxy for a corporate body must be either signed by a duly authorised person or attorney of such body or executed under its common seal or in any other manner authorised by its constitution. If this Form of Proxy is signed under a power of attorney or other authority, that power of attorney or other authority (or a certified copy thereof executed in ink by a bank, a stockbroker or a solicitor) must be provided with the signed Form of Proxy.
7. In the case of joint holders, any one holder may sign the Form of Proxy. If more than one joint holder tenders a vote in person or by proxy, the vote of the person whose name stands first in the register will be accepted to the exclusion of the votes of the other joint holder(s).
8. As an alternative to completing this Form of Proxy, 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, scan the QR code or go to www.shareview.co.uk and enter the requested information. For an electronic proxy appointment to be valid, your appointment must be received by Equiniti Limited no later than 10:00am on Thursday 2 May 2024.
9. CREST members may make proxy appointments through the CREST electronic proxy appointment service. Please refer to the Notes to Notice of AGM for further details.
10. Completion of this Form of Proxy will not preclude you from attending and voting in person at the AGM should you so wish.