

Bridgepoint Group plc

The Annual General Meeting (“AGM”) will be held on Thursday, 18 May 2023 at 11:00 a.m. in the Maxwell Room at The King’s Fund, No. 11 Cavendish Square, London, W1G 0AN

AGM Proxy Form

NOTICE OF AVAILABILITY

The Bridgepoint Group plc 2022 Annual Report is available at Bridgepoint’s website: www.bridgepoint.eu

The AGM Notice for the 2023 Annual General Meeting is available on Bridgepoint’s website at www.bridgepoint.eu.



Your AGM proxy vote must be lodged no later than 11:00 a.m. on Tuesday, 16 May 2023.

You can submit your AGM proxy appointment and voting instructions:

Online – See note 7.

By Post – Return this form in the reply-paid envelope provided.

Please remember to sign this form in the signature box and return it using the enclosed reply-paid envelope to be received by Equiniti by 11:00 a.m. on Tuesday, 16 May 2023.

CREST – Via CREST Message – See note 8.

Proxymity – See note 9.

Recommendation: The Directors recommend that you vote ‘FOR’ all the Resolutions (1 to 17) at the AGM as they intend to do in respect of their own beneficial holdings in Bridgepoint shares. Full details of the Resolutions to be proposed at the AGM, with explanatory notes, are set out in the AGM Notice at www.bridgepoint.eu. Before completing the front and back of this form, please read the explanatory notes on the next page. These notes should be read together with the notes to the AGM Notice.

This form is issued only to the addressee(s) and is specific to the class of share and the unique designated account printed above. This personalised form is not transferable between different: (i) account holders; (ii) classes of share; or (iii) uniquely designated accounts. Bridgepoint and Equiniti accept no liability for any instruction that does not meet these conditions.

I/We appoint the Chairman of the meeting OR the following person:

+

(Do not insert your own name(s))

Number of shares

+

to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at Bridgepoint’s AGM, to be held on Thursday, 18 May 2023 at 11:00 a.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. Where no indication is given, the proxy may vote as they see fit or abstain in relation to any business of the meeting.

* For the appointment of more than one proxy, please read note 1

☐ If you are making multiple proxy appointments, please tick here.

Voting ID	Task ID	Shareholder Reference Number
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Resolutions	For	Against	Withheld	Resolutions	For	Against	Withheld
1. To receive the audited financial statements for the year ended 31 December 2022, together with the Directors’ Report, Strategic Report and Auditor’s Report on those financial statements	☐	☐	☐	9. To re-elect Carolyn McCall as a Director	☐	☐	☐
2. To approve the Directors’ Remuneration Report for the year ended 31 December 2022	☐	☐	☐	10. To re-elect Archie Norman as a Director	☐	☐	☐
3. To re-appoint Mazars LLP as the auditor of the Company until the end of the next AGM at which accounts are laid	☐	☐	☐	11. To re-elect Tim Score as a Director	☐	☐	☐
4. To authorise the Audit and Risk Committee to determine the remuneration of the auditor	☐	☐	☐	12. To elect Cyrus Taraporevala as a Director	☐	☐	☐
5. To declare a final dividend of 4.0 pence per ordinary share for the year ended 31 December 2022	☐	☐	☐	13. To authorise the Directors to allot shares	☐	☐	☐
6. To re-elect William Jackson as a Director	☐	☐	☐	14. To authorise the Directors to dis-apply pre-emption rights†	☐	☐	☐
7. To re-elect Adam Jones as a Director	☐	☐	☐	15. To authorise the Directors to dis-apply pre-emption rights further for the purposes of financing an acquisition or other capital investment†	☐	☐	☐
8. To re-elect Angeles Garcia-Poveda as a Director	☐	☐	☐	16. To authorise the Company to purchase its own shares†	☐	☐	☐
				17. To authorise the Company to call general meetings (other than AGMs) on not less than 14 clear days’ notice†	☐	☐	☐

† Special Resolution

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SIGN HERE

DATE

Any one joint holder may sign for joint holdings. If this Form is signed by someone else on your behalf, their authority to sign must be returned with the Proxy Form.

1. If you are a registered shareholder of Bridgepoint Group plc ("Bridgepoint"), you can attend, speak and vote at the AGM. If you are sending your AGM proxy form by post and you wish to appoint someone other than the Chairman of the meeting as your proxy, you must write their name in the space provided. If you are appointing a proxy for less than your full number of shares, please write the number of shares for which your proxy is authorised to act in the box next to their name. If you leave that box blank, your proxy will be deemed to be authorised for your full voting entitlement (or if the proxy form has been issued for a designated account for a shareholder, the full voting entitlement for that designated account).

If you complete the form but do not insert a name, the Chairman of the meeting will act as your proxy. Fill in your voting instructions, sign the form and send it to Bridgepoint's Registrar, Equiniti, in the envelope provided. Alternatively, you can submit your AGM proxy voting instructions online as explained in notes 7, 8 and 9. If you wish to appoint more than one proxy, you can request an additional proxy form from Equiniti's helpline on +44 (0)371 384 2030.* Please write the number of shares for which each proxy is authorised to act in the box next to their name. Please also tick the relevant box if you are appointing more than one proxy. All forms must be signed and returned together in the same envelope.

The number of votes you may cast at the AGM and whether you may attend will depend on whether you are on Bridgepoint's shareholder register at 6:30 p.m. on Tuesday, 16 May 2023 or, if the meeting is adjourned, 48 hours (excluding non-working days) before the time set for the adjourned meeting. In each case, changes to the shareholder register after that time will not be taken into account.
2. Bridgepoint gives you a 'vote withheld' option to allow you to abstain on any particular Resolution. However, if you withhold your vote, it will not be counted in the proportion of the votes 'For' and 'Against' a Resolution, as a withheld vote is not a vote in law.
3. If you hold your shares jointly with someone else, either you or they may sign the form.

If you hold your shares jointly, and more than one of the joint shareholders votes, only the vote of the person whose name appears first on the shareholder register will be valid.
4. Where a shareholder is a corporation, this form must be executed under common seal or signed by an officer or other duly authorised person, stating their capacity.
5. To be valid Equiniti must receive your AGM proxy vote by post or online via www.sharevote.co.uk, CREST message or Proxymity by no later than 11:00 a.m. on Tuesday, 16 May 2023.
6. Completing and returning this form does not stop you from coming to the meeting and voting in person.
7. If you would like to submit your AGM proxy vote online, you can do so at the website www.sharevote.co.uk.

You will need the Voting ID, Task ID and Shareholder Reference Number printed on the front of the proxy form to log in. To be valid, your online appointment must be received no later than 11:00 a.m. on Tuesday, 16 May 2023.
8. If you use the CREST system (including if you are a CREST personal member) you may appoint one or more proxies or give an instruction to a proxy by having an appropriate CREST message transmitted. The CREST message must be received by Equiniti (ID Number RA19) not later than 11:00 a.m. on Tuesday, 16 May 2023. The time of receipt will be taken to be the time from which Equiniti can retrieve the message (as determined by the timestamp generated by the CREST system). If you are a CREST personal member or a CREST sponsored member, you should contact your CREST sponsor for help with appointing a proxy via CREST. For further information on CREST procedures, limitations and system timings please refer to the CREST Manual (available via euroclear.com). Bridgepoint may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
9. 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 Bridgepoint 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. on Tuesday, 16 May 2023 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.

The front of this form shows how your address appears on the shareholder register. If this information is incorrect please call the Registrar's helpline on the telephone numbers given above, or at www.shareview.co.uk to request a change of address form or to update your details online.

* Lines are open from 8.30 a.m. to 5.30 p.m. (UK time), Monday to Friday (excluding public holidays).

Electronic Shareholder Communications

Please join the growing number of shareholders who receive emails instead of hard copy shareholder communications such as annual reports and dividend confirmations.

If you receive paper documents and would prefer to receive an email in future, you can register for electronic communications via Shareview, a secure internet based platform provided by our Registrar, Equiniti. Just go to www.shareview.co.uk and follow the 'Register' link in the top right corner. You will need your Shareholder Reference Number, which is provided on this proxy form, then select 'electronic' as your preferred method of delivery of communications. You will then receive an email each time a shareholder document is placed on our website, giving you full details of where and how to access it.