

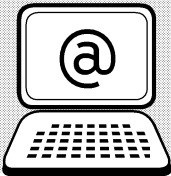


MR A SAMPLE
< DESIGNATION>
SAMPLE STREET
SAMPLE TOWN
SAMPLE CITY
SAMPLE COUNTY
AA11 1AA



100000

Form of Proxy - Annual General Meeting to be held on 31 May 2022



Cast your Proxy online...It's fast, easy and secure!
www.investorcentre.co.uk/eproxy

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 917853

SRN: C00000000000

PIN: 1245



View the Annual Report online: <https://www.jtcgroup.com/>

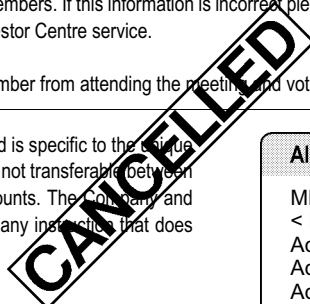
Register at **www.investorcentre.co.uk** - elect for electronic communications & manage your shareholding online!

To be effective, all proxy appointments must be lodged with the Company's Registrars at:
Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 27 May 2022 at 9.30 am.

Explanatory Notes:

- Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0370 707 4040 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- The 'Vote Withheld' option overleaf is provided to enable you to abstain 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 calculation of the proportion of the votes 'For' and 'Against' a resolution.
- Pursuant to the Companies (Uncertificated Securities) (Jersey) Order 1999 entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company on the date which is 2 days before the day of the meeting (or, if the meeting is adjourned, 2 days (excluding non-working days) before the time fixed for the adjourned meeting). Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company 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.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0370 707 4040 to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service.
- Any alterations made to this form should be initialled.
- The completion and return of this form will not preclude a member from attending the meeting and voting in person.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instructions that does not comply with these conditions.



All Named Holders

MR A SAMPLE
< Designation>
Additional Holder 1
Additional Holder 2
Additional Holder 3
Additional Holder 4

Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chairman.
Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).

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I/We hereby appoint the Chairman of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the Annual General Meeting of JTC PLC to be held at **JTC House, 28 Esplanade, St Helier, Jersey JE2 3RA** on **31 May 2022** at **9.30 am**, and at any adjourned meeting.

* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

☐ Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



Ordinary Resolutions

- | | For | Against | Withheld |
|---|--------------------------|--------------------------|--------------------------|
| 1. To receive the annual accounts of the Company for the financial year ended 31 December 2021, together with the reports of the Directors and the Auditor's Report (the Annual Report and Accounts). | ☐ | ☐ | ☐ |
| 2. To approve the Directors' Remuneration Report set out on pages 67 to 87 of the Annual Report and Accounts for the financial year ended 31 December 2021. | ☐ | ☐ | ☐ |
| 3. To approve the Directors' Remuneration Policy set out on pages 88 to 92 of the Directors' Remuneration report contained in the Annual Report and Accounts for the financial year ended 31 December 2021. | ☐ | ☐ | ☐ |
| 4. To approve a final dividend for the year ended 31 December 2021 of 5.07 pence per ordinary share in the capital of the Company, to be paid on 8 July 2022 to members whose names appear on the Register of Members of the Company as at the close of business on 17 June 2022. | ☐ | ☐ | ☐ |
| 5. To re-appoint PricewaterhouseCoopers CI LLP as external auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which annual report and accounts are laid before the meeting. | ☐ | ☐ | ☐ |
| 6. To authorise the Audit Committee to determine the remuneration of the external auditor. | ☐ | ☐ | ☐ |
| 7. To re-elect Michael Liston as a Director of the Company. | ☐ | ☐ | ☐ |
| 8. To re-elect Nigel Le Quesne as a Director of the Company. | ☐ | ☐ | ☐ |
| 9. To re-elect Martin Fotheringham as a Director of the Company. | ☐ | ☐ | ☐ |
| 10. To re-elect Wendy Holley as a Director of the Company. | ☐ | ☐ | ☐ |

- | | For | Against | Withheld |
|--|--------------------------|--------------------------|--------------------------|
| 11. To re-elect Dermot Mathias as a Director of the Company. | ☐ | ☐ | ☐ |
| 12. To re-elect Michael Gray as a Director of the Company. | ☐ | ☐ | ☐ |
| 13. To re-elect Erika Schraner as a Director of the Company. | ☐ | ☐ | ☐ |
| 14. To elect Kate Beauchamp as a Director of the Company. | ☐ | ☐ | ☐ |
| 15. THAT, the Directors be generally and unconditionally authorised, for the purposes of Article 9 of the Company's articles of association (the "Articles"), to exercise all the powers of the Company to allot Equity Securities and to grant rights to subscribe for or to convert any security into Equity Securities. | ☐ | ☐ | ☐ |
| 16. THAT, subject to and conditionally upon the passing of Resolution 15, the Directors be given the authority to allot Equity Securities for cash as if Article 10 of the Articles did not apply to any such allotment or sale. | ☐ | ☐ | ☐ |
| 17. THAT, subject to and conditionally upon the passing of Resolution 16, the Directors be given the authority to allot Equity Securities for cash as if Article 10 of the Articles did not apply to any such allotment or sale, for the purpose of financing an acquisition or other capital investment. | ☐ | ☐ | ☐ |
| 18. THAT, the Company be authorised for the purposes of Article 57 of the Companies (Jersey) Law 1991 to make one or more market purchases of its ordinary shares. | ☐ | ☐ | ☐ |
| 19. THAT the Articles be amended to permit the board of directors of the Company to determine whether any general meeting is held as a fully electronic meeting, a physical meeting or as a combined physical and electronic meeting. | ☐ | ☐ | ☐ |

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

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Date



In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).



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