

# JTC PLC (the Company)

## Court Meeting

### Attendance

By an Act of Court dated 1 December 2025 made in the matter of JTC PLC (the **Company**), the Court has directed that a meeting of the Scheme Shareholders (as defined in the scheme document of the Company dated 2 December 2025 (the **Scheme Document**)) be convened for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement pursuant to Article 125 of the Companies (Jersey) Law 1991 (as amended) (the **Scheme**) between the Company and the holders of Scheme Shares and that such meeting shall be held at 10 a.m. on Thursday 15 January 2026 at JTC PLC, 28 Esplanade, St Helier, Jersey, JE2 3QA (the **Court Meeting**). Please read the **Notice of Court Meeting in Part IX of the Scheme Document (including the notes thereto)** before completing this proxy form.

## Attendance Card

Please detach and bring this card with you if you attend the Court Meeting to show as evidence of your right to be admitted. Do not post this section with the Form of Proxy.

Additional Holders:

Shareholder Reference Number (SRN)

## Form of Proxy – Court Meeting to be held on 15 January 2026 at JTC PLC, 28 Esplanade, St Helier, Jersey, JE2 3QA



Cast your Proxy online...It's fast, easy and secure!  
**www.eproxyappointment.com**

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: 921123

SRN:

PIN:



View the Scheme Document online: [www.jtcgroup.com/investor-relations](http://www.jtcgroup.com/investor-relations)

To be effective all proxy appointments must be lodged with the Company's Registrars Computershare Investor Services (Jersey) Limited c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY by no later than 10.00 a.m. on 13 January 2026.

### Meeting arrangements

#### Proxy form – Explanatory Notes:

- Full details of the resolution to be proposed at the Court Meeting, with explanatory notes, are set out in the Notice of Court Meeting (the **Notice**) contained in Part IX of the Scheme Document made available to members of the Company on 2 December 2025 (the **Scheme Document**). All capitalised but undefined terms in this Form of Proxy and these Explanatory Notes shall have the meaning as set out in the Scheme Document. Any amendments made to this document should be intimated.
- The Court has appointed Michael Liston or, failing him, any other director of the Company to act as chairman of the Court Meeting (the **Chairman**) and has directed the Chairman to report the result of the Court Meeting to the Court.

#### Entitlement to attend, speak and vote

- Subject to note 5 below, only those Scheme Shareholders registered in the register of members of the Company as at 6.00 p.m. (London time) on 13 January 2026, or in the event that the Court Meeting is adjourned in such register at 6.00 p.m. (London time) on the day which is two Jersey Business Days prior to the date of the adjourned meeting, shall be entitled to attend and vote at the Court Meeting in respect of the number of Scheme Shares registered in their names at the relevant time. Changes to entries after the relevant time will be disregarded in determining the rights of any person to attend or vote at the Court Meeting.

#### Appointment of proxies

- It is important that, for the Court Meeting, as many votes as possible are cast so that the Court may be satisfied that there is a fair and reasonable representation of the opinion of Scheme Shareholders. You are therefore strongly urged to complete, sign and return your Form of Proxy or, alternatively, appoint a proxy electronically or through CREST as soon as possible.
- A holder of Scheme Shares entitled to attend, speak and vote at the meeting is also entitled to appoint one or more proxies to exercise all or any of their rights to attend, speak and vote on their behalf at the meeting.
- This Form of Proxy gives your proxy(ies) full rights to attend, speak and vote. If you wish to restrict the rights of your proxy(ies), please cross out either or both of the words "speak" or "vote" as you consider appropriate.
- Where two or more valid Forms of Proxy are delivered for use in respect of the same Scheme Shares, the one which has been delivered last (regardless of when it was signed or by what means it was delivered) shall be treated as replacing and revoking any others which have been delivered. If it cannot be determined which Form of Proxy was delivered last, none of the forms shall be treated as valid.
- In the case of a Scheme Shareholder which is a company, your Form of Proxy must be executed under its common seal or signed on its behalf by a duly authorised officer of the company or an attorney or other person duly authorised for the company.

#### Sending Form of Proxy by post, by hand or by email

- Whether or not you intend to attend the Court Meeting, you are strongly encouraged to complete and return this Form of Proxy. Please indicate how you wish your vote to be cast by inserting an "X" in the appropriate box. If returned without an indication as to how the proxy shall vote in relation to the Scheme, this form shall be invalid. Your proxy will vote as you indicate. In the event that you wish to appoint a person other than the Chairman of the meeting as your proxy, delete the reference to the Chairman and insert the name and address of the person you wish to appoint in the space provided. A proxy need not be a member of the Company.
- To be valid, this Form of Proxy, together with the original (or a certified true copy) of the power of attorney (if any) under which it is signed must be deposited at the offices of JTC PLC's registrar, Computershare, at Computershare Investor Services (Jersey) Limited at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY not later than 10.00 a.m. (London time) on 13 January 2026 or, if the Court Meeting is adjourned, not less than 48 hours before the time fixed for the adjourned meeting (excluding any part of such 48-hour period falling on a non-Jersey Business Day).
- If this Form of Proxy is not returned by such time, it may instead be: (i) scanned and emailed to Computershare at [externalproxyqueries@computershare.co.uk](mailto:externalproxyqueries@computershare.co.uk); or (ii) presented in person to the Chairman of the Court Meeting, or to the Computershare representative who will be present at the Court Meeting, at any time prior to the commencement of the meeting (or any adjournment thereof).
- As an alternative to completing and returning the printed Forms of Proxy, proxies may be appointed electronically by logging on to the following website: [www.eproxyappointment.com](http://www.eproxyappointment.com) and following the instructions therein. Scheme Shareholders will need their Control Number, SRN and PIN, which are set out in their personalised Forms of Proxy. For an electronic proxy appointment to be valid, the appointment must be received by Computershare not later than 10.00 a.m. (London time) on 13 January 2026, or, if the meeting is adjourned, the relevant appointment must be received not later than 48 hours (excluding any part of such 48-hour period falling on a non-Jersey Business Day) before the time fixed for the relevant adjourned meeting.

#### Electronic appointment of proxies through CREST

- Scheme Shareholders who hold their Scheme Shares in the Company through CREST (**CREST members**) and who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST Proxy Instruction must be properly authenticated in accordance with Euroclear's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to 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 Computershare (under CREST Participant ID 3RA50) not later than

10:00 a.m. (London time) on 13 January 2026 or, if the Court Meeting is adjourned, not less than 48 hours (excluding any part of such 48-hour period falling on a non-Jersey Business Day) before the time fixed for the adjourned meeting. 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 Application Host) from which Computershare 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.

- 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 message. 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 CREST sponsored member, or has appointed a voting service provider, to procure that their CREST sponsor or voting service provider(s) take(s)) 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 regard, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Article 34 of the CREST Order.

#### Appointment of multiple proxies

- Scheme Shareholders are entitled to appoint a proxy in respect of some or all of their Scheme Shares and may also appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by such holder. Scheme Shareholders who wish to appoint more than one proxy in respect of their holding of Scheme Shares should indicate the number of Scheme Shares for which each proxy is authorised to act on their behalf. A failure to specify the number of shares each proxy appointment relates to, or specifying a number of shares in excess of those held by the member on the date referred to in note 3 above, will result in the proxy appointments being invalid.

#### Corporate representative

- Any corporation which is a member of the Company can appoint a corporate representative who may exercise on its behalf all of its powers as a member. Under Jersey law it is possible for a body corporate to appoint more than one corporate representative provided that no more than one corporate representative exercises power over the same share.

#### Joint holders

- In the case of joint holders of Scheme Shares, any one such joint holder may sign this Form of Proxy, but if more than one such joint holder purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the register of members of the Company in respect of the joint holding (the first named being the most senior), and that to the extent that two joint holders seek to vote in a different manner, the Chairman shall report the same to the Court.

#### Voting

- Completion and return of this Form of Proxy, or the appointment of a proxy electronically using CREST (or any other procedure described note 13 above), will not prevent you from attending, speaking and voting in person at the Court Meeting, or any adjournment thereof, if you wish and are entitled to do so.
- Voting on the resolution at this meeting will be conducted on a poll rather than a show of hands.

#### Right to ask questions

- Any Scheme Shareholder attending the meeting has the right to ask questions. The Company has to answer any questions raised by Scheme Shareholders at the Court Meeting which relate to the business being dealt with at the Court Meeting unless: (a) to do so would interfere unduly with the preparation for the Court Meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the Court Meeting to answer the question.

#### Chairman's right to appoint a substitute

- Should the Chairman of the Court Meeting, if it is apparent to the Chairman that no Scheme Shareholders will be present in person or by proxy other than the Chairman or by proxy in the Chairman's favour, then the Chairman may appoint a substitute to act as proxy in his stead for any Scheme Shareholder, provided that such substitute proxy shall vote on the same basis as the Chairman.

#### Shareholder helpline

- If you have any questions about this Form of Proxy or the Court Meeting or how to complete this Form of Proxy, please call Computershare between 8:30 a.m. and 5:30 p.m. (London time) on Monday to Friday (except public holidays in Jersey) on 0370 707 4040 (from within the UK or Jersey) or +44 370 707 4040 (from outside the UK or Jersey).

#### Issued share capital and voting rights

- As at 28 November 2025 (being the Latest Practicable Date before the publication of this Form of Proxy), the Company's issued ordinary share capital consists of 172,006,514 ordinary shares carrying one vote each. However the Company's Employee Benefit Trust holds 2,100,108 shares in the Company which can be used to satisfy the vesting of awards under the JTC Share Plans (the **"EBT Unvested Shares"**). Pursuant to the Trust Deed, the Company's Employee Benefit Trust cannot vote in respect of the EBT Unvested Shares, including in respect of the Scheme at the Court Meeting.

**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, Computershare Investor Services (Jersey) Limited and Computershare Investor Services Inc. accept no liability for any instruction that does not comply with these conditions.

All Named Holders

Signature of person attending

**JTC PLC (the Company)**  
**Form of Proxy**

I/We, the undersigned, being a Scheme Shareholder/Shareholders, hereby appoint the chairman of the Court Meeting (the **Chairman**),

or

(Please complete name of proxy in block capitals if not appointing Chairman of the Court Meeting (see note 9))

as my/our proxy to exercise all or any of my/our rights to attend or speak at the Court Meeting and submit written questions and/or any objections and vote in respect of my/our voting entitlement for me/us and on my/our behalf at the Court Meeting of the Company to be held at 10 a.m. on 15 January 2026 and at any adjournment or postponement of it. I/We wish my/our proxy to vote as indicated on this form.

Please tick here to indicate that this proxy appointment is one of multiple appointments being made. On the appointment of more than one proxy, please refer to explanatory note 17.

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(Number of shares held)

(Number of shares in respect of appointment (see note 17))

At the Court Meeting, the following resolution will be proposed:

That the Scheme of Arrangement between the Company and the Scheme Shareholders, a print of which has been produced to this Court Meeting and, for the purposes of identification signed by the Chairman hereof be approved (with or without modification).

Please sign ONE of the boxes below.

**IMPORTANT: if you wish to vote FOR the Scheme, sign your name in the box marked "FOR the Scheme", or if you wish to vote AGAINST the Scheme, sign your name in the box marked "AGAINST the Scheme". If you sign in both boxes, or if you do not sign in either, then this proxy form will be invalid.**

**FOR the Scheme**

**Signature**

**AGAINST the Scheme**

**Signature**

This card should not be used for comments, change of address or queries. Please send a separate letter. If signing under a power of attorney or other authority, please return such power or authority (or a duly certified copy thereof) to the Registrar with this Form of Proxy.

**Date**

If signing on behalf of a company, please enter the company name below in block capitals and state your official capacity.

**Company Name**

**Official Capacity**

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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