

**Attendance Card for the General Meeting of ScS Group plc (the "Company") to be held at 10.45 a.m. on 21 December 2023** (or as soon thereafter as the Court Meeting (as defined in Part 8 (*Definitions*) of the Scheme Document (as defined below)) concludes or is adjourned).

The General Meeting (as defined in Part 8 (*Definitions*) of the scheme document of the Company dated 29 November 2023 (the "**Scheme Document**") of the Company will be held at the offices of Ward Hadaway LLP, Sandgate House, 102 Quayside, Newcastle Upon Tyne NE1 3 DX on Thursday 21 December 2023 at 10.45 a.m. (or as soon thereafter as the Court Meeting (as defined in Part 8 (*Definitions*) of the Scheme Document) concludes or is adjourned).

**Please detach and retain this attendance card and bring it with you if you come along to the General Meeting to show as evidence of your right to be admitted. Do not post this section with the Form of Proxy.**

Any changes to these arrangements will be communicated to ScS Shareholders in advance of the General Meeting, via the Company's website ([www.scsplc.co.uk/investors/offer-for-scs-group-plc/](http://www.scsplc.co.uk/investors/offer-for-scs-group-plc/)) and by announcement through a Regulatory Information Service.

**Appointment of Proxies**

You are entitled to appoint another person or persons as your proxy to exercise all or any of your rights to attend the General Meeting and to vote and speak on your behalf. ScS Shareholders are strongly encouraged to submit your proxy appointments and instructions for the General Meeting as soon as possible, using any of the methods set out below to ensure your vote is recorded. Doing so will not prevent you from attending, speaking and voting in person at the General Meeting if you are entitled to do so.

You may register your proxy appointment(s) and voting instructions by returning the Form of Proxy that accompanies this Attendance Card by post or online, either using the Sharevote website, [www.sharevote.co.uk](http://www.sharevote.co.uk), our online portfolio service, Shareview at [www.shareview.co.uk](http://www.shareview.co.uk) (if you have already registered), via the Proxymity platform or through the CREST electronic proxy appointment service. Please see the notes to the Form of Proxy for further details.

If you plan to attend the General Meeting in person, please bring this Attendance Card with you. You will receive a poll card at the General Meeting after registering at the registration desk. If you appoint a proxy, it is not necessary to hand this card to your proxy.



**Form of Proxy – ScS Group plc (the "Company")**

**Form of Proxy**

**For the General Meeting of the Company**

**to be held at 10.45 a.m. on 21 December 2023** (or as soon thereafter as the Court Meeting (as defined in Part 8 (*Definitions*) of the scheme document of the Company dated 29 November 2023 (the "**Scheme Document**") concludes or is adjourned).

Voting ID

Task ID

Shareholder Reference No.

**Vote online at [www.sharevote.co.uk](http://www.sharevote.co.uk) or [www.shareview.co.uk](http://www.shareview.co.uk) using the above numbers.**

For use in connection with the General Meeting of the Company to be held at the offices of Ward Hadaway LLP, Sandgate House, 102 Quayside, Newcastle Upon Tyne NE1 3DX on Thursday 21 December 2023 at 10.45 a.m. or as soon thereafter as the Court Meeting (as defined in Part 8 (*Definitions*) of the Scheme Document) concludes or is adjourned.

**Please refer to the notes on the reverse before completing this Form of Proxy in black ink.**

I/We hereby appoint the Chairman of the General Meeting OR

**Name** (see Note 4)

**Number of shares proxy appointed over** (see Note 5)

Please tick here if this proxy appointment is one of multiple  appointments being made (see Note 6)

to be my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our ordinary shares on my/our behalf at the General Meeting of the Company to be held at 10.45 a.m. at the offices of Ward Hadaway LLP, Sandgate House, 102 Quayside, Newcastle Upon Tyne NE1 3 DX on Thursday 21 December 2023 and at any adjournment thereof. I appoint my/our proxy to attend, speak and vote in the manner indicated below.

Please indicate by placing an 'X' in black ink in the appropriate box below how you wish your vote to be cast on the Special Resolutions (See Note 7). If you mark more than one of the boxes below in respect of one of the Special Resolutions, this Form of Proxy will be invalid.

**Special Resolutions**

For the purposes of the Scheme:

- To authorise the Company Directors to take all such actions as they may consider necessary or appropriate for carrying the Scheme into effect.
- To amend the articles association of the Company as set out in the Notice of General Meeting.

**For**      **Against**      **Withheld**

                        

**Signature** (see Note 11)

**Date**

Please detach and post this Form of Proxy to Equiniti, so as to be received by Equiniti no later than 10.45 a.m. on 19 December 2023 (see Note 8). Alternatively, you can submit your proxy electronically using the numbers above (see Note 13) via the Proxymity platform (see Note 14) or through CREST using the CREST electronic proxy appointment service (see Note 15).

If you have already submitted a Form of Proxy for the General Meeting and you do not wish to change your voting instructions, you need take no further action as your Forms of Proxy, as previously submitted, will continue to be valid in respect of the General Meeting.

#### Explanatory Notes

1. Terms defined in the scheme document of the Company dated 29 November 2023 (the “**Scheme Document**”) shall apply equally in this Form of Proxy, unless the context otherwise requires. Full details of the Special Resolutions to be proposed at the General Meeting, together with the explanatory notes, are set out in the notice of General Meeting. Before completing this Form of Proxy, please also read the sections entitled ‘Action to be Taken’ set out on pages 11 to 14 of the Scheme Document. You can access the Scheme Document at [www.scsplc.co.uk/investors/offer-for-scs-group-plc/](http://www.scsplc.co.uk/investors/offer-for-scs-group-plc/).
2. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the General Meeting. You can only appoint a proxy using the procedures set out in these notes.
3. Appointment of a proxy does not preclude you from attending the General Meeting and voting in person if you are entitled to do so. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
4. A proxy does not need to be a member of the Company but must attend the General Meeting to represent you. To appoint as your proxy a person other than the Chairman of the Meeting, please strike out the words ‘the Chairman of the Meeting’ overleaf and insert the full name of your chosen proxy in the box (see reverse). If you sign and return this Form of Proxy with no name inserted in the box, the Chairman of the Meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
5. If you wish the proxy to be appointed in relation to less than your full voting entitlement, please enter in the box designated overleaf the number of shares in relation to which they are authorised to act as your proxy. If you sign and return the form and leave this box blank, your proxy will be deemed to be authorised to act in respect of your full voting entitlement (or if this Form of Proxy has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
6. To appoint more than one proxy, you will need to complete a separate form in relation to each appointment. Additional proxy form(s) may be obtained by contacting Equiniti Limited on +44 371 384 2050. If calling from outside of the UK, please ensure the country code is used or you may photocopy this form. Please indicate in the box indicated (see overleaf) 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 of Proxy must be signed and should be returned together in the same envelope.
7. To direct your proxy how to vote on the resolutions mark the appropriate box with an ‘X’. To abstain from voting on a resolution, select the relevant “Vote Withheld” box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the relevant resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
8. To appoint a proxy using this Form of Proxy (duly signed and together with any power of attorney or other authority under which it is signed) it must be received by post or (during normal business hours only) by hand at the offices of Equiniti at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA not later than 10.45 a.m. on 19 December 2023 (or, in the case of an adjourned meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting).
9. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the General Meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 6.30 p.m. on the day which is two days before the day of the 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 General Meeting.
10. In the case of a member which is a company, this Form of Proxy must be executed under its common seal or signed on its behalf by its duly authorised officer, attorney or other person authorised to sign.
11. In the case of joint holders, where more than one of the joint holders 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 Company’s Register of Members in respect of the joint holding (the first-named being the most senior).
12. If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence.
13. As an alternative to completing the hard copy proxy form, a shareholder may appoint a proxy or proxies electronically at [www.sharevote.co.uk](http://www.sharevote.co.uk). For an electronic proxy appointment to be valid, the appointment must be received by Equiniti no later than 10.45 a.m. on 19 December 2023 (or, if the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting). Any electronic communication sent by a shareholder to the Company or Equiniti which is found to contain a virus will not be accepted by the Company, but every effort will be made by the Company to inform the shareholder of the rejected communication.
14. If you are an institutional investor, you may be able to appoint a proxy or proxies electronically for the General Meeting (and any adjournment) via the Proxymity platform. This process has been agreed by the Company and approved by Equiniti. For further information regarding Proxymity, please visit <https://proxymity.io/>. Before you can appoint a proxy via Proxymity, you must agree 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 on this platform. Proxymity will then contract with your underlying institutional account holder directly, in order to accept their voting instructions through the Proxymity platform. For an electronic proxy appointment to be valid, your proxy must be received no later than 48 hours (excluding any part of such 48-hour period falling on a non-working day) before the time fixed for the General Meeting or any adjournment thereof.
15. CREST members who wish to appoint one or more proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message, regardless of whether it constitutes an appointment of a proxy or an amendment given to a previously appointed proxy, must be transmitted so as to be received by Equiniti (ID number RA19) no later than 10.45 a.m. on 19 December 2023 (or, in the case of an adjourned meeting, not later than 48 hours before the time fixed for the holding of the adjourned 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 Equiniti 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.