

NOTICE OF AVAILABILITY

The Notice of General Meeting and the Scheme Document to which this Form of Proxy relates are available on Walker Crips Group PLC's (the Company) website at www.wcgplc.co.uk/recommendedoffer

NOTES TO THE FORM OF PROXY

- 1
- Full details of the special resolution to be proposed at the General Meeting, with explanatory notes, are set out in the notice of General Meeting which is set out in the Scheme Document. Before completing this Form of Proxy, please also read the section entitled "Action to be Taken" set out in the Scheme Document. Save where otherwise defined herein, capitalised terms and expressions used in this Form of Proxy shall have the meanings given to them in the scheme document (the "Scheme Document").
- 2
- Only Walker Crips Shareholders or their duly appointed representatives, are entitled to attend, speak and vote at the General Meeting. A member entitled to vote may appoint one or more proxies, who need not be members, to exercise all or any of his/her rights to attend and vote on his/her behalf. Proxies may only be appointed using the procedures set out in this Form of Proxy.
- 3
- If you do not wish to appoint the Chair of the General Meeting as your proxy, add in block capitals the name of your chosen proxy in the box provided. If this box is left blank, the chair of the General Meeting will be your proxy.
- 4
- If you wish to appoint more than one proxy in respect of your shareholding, mark the relevant box below with an X and contact Neville Registrars, for further Forms of Proxy, between 9.00 a.m. and 5.00 p.m. on Monday to Friday (except UK bank holidays) on 0121 585 1131 (from the United Kingdom) or +44 121 585 1131 (if calling from outside the United Kingdom) or submit a request in writing to Neville Registrars, Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD, for further Forms of Proxy. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate. Please note that Neville Registrars cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes. Please ensure that all of the multiple Forms of Proxy in respect of one registered holding of Walker Crips Shares are sent to Neville Registrars, Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD.
- 5
- If you wish to appoint one proxy to exercise the rights attached to different Walker Crips Shares differently, contact or submit a request in writing to Neville Registrars (using the above contact details) for further Forms of Proxy.
- 6
- A space has been included in this Form of Proxy to allow Walker Crips Shareholders to specify the number of Walker Crips Shares in respect of which that proxy is appointed. A holder of Walker Crips Shares who returns this Form of Proxy duly executed but leaves this space blank or specifies a number of Walker Crips Shares in excess of those held by that Walker Crips Shareholder at the time referred to below will be deemed to have appointed the proxy in respect of all of their Walker Crips Shares.
- 7
- Please indicate, by inserting a cross in the appropriate box below along with a signature (and in the case of a corporation this Form of Proxy must be given under its common seal or signed on its behalf by an attorney or officer duly authorised, also stating their official capacity below the relevant signature box), how you wish your votes to be cast. To abstain from voting on a resolution, select the "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 resolution. If no voting indication is given your proxy will vote or abstain at their discretion. If you return this Form of Proxy with a cross in multiple boxes it will be invalid. Your proxy will vote (or abstain from voting) as they think fit in relation to any other matter which is put before the meeting.
- 8
- To be entitled to attend and vote (and for the purpose of determining the number of votes you may cast) at the General Meeting (or any adjourned meeting), your name must be entered in the Company's register of members as at 6:30 p.m. on 13 January 2026 or, if the General Meeting is adjourned, 6:30 p.m. on the day which is 48 hours (excluding any part of such 48-hour period falling on a non-working day) before the fixed time of such adjourned meeting. Changes to the register of members after such time will be disregarded.
- 9
- If this Form of Proxy is signed by someone else on your behalf, their authority to sign must be returned with the Form of Proxy. If the shareholder is a corporation, the Form of Proxy must be executed under its common seal or signed by an officer, attorney or other person duly authorised by the corporation.
- 10
- To be valid, the Form of Proxy, together with any power of attorney or other authority under which it is executed (or a duly certified copy thereof), must be received at the offices of Neville Registrars at Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD by post, not later than 10:45 a.m. on 13 January 2026 (or, in the case of adjournment of the General Meeting, not less than 48 hours (excluding any part of such 48-hour period falling on a non-working day) before the time and date set for the adjourned General Meeting).
- 11
- CREST members may appoint a proxy using the CREST proxy voting service. Proxies submitted using the CREST proxy voting service must be transmitted so as to be received by Neville Registrars (under CREST participant ID 7RA111) not later than 10:45 a.m. on 13 January 2026 (or, in the case of an adjournment of the General Meeting, not less than 48 hours (excluding any part of such 48-hour period falling on a non-working day) before the time and date set for the adjourned General Meeting). For this purpose, the time of receipt will be taken to be the time from which Neville Registrars are able to retrieve the message by enquiry to CREST. A proxy appointment sent by CREST may be treated as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended). The CREST Manual is available on the Euroclear website (www.euroclear.com).
- 12
- As an alternative to completing this hard copy Form of Proxy you can appoint a proxy or proxies electronically by registering the proxy with Neville Registrars at www.sharegateway.co.uk using your personal proxy registration code (Activity Code) shown below. For an electronic proxy appointment to be valid, the appointment must be received by Neville Registrars no later than 10:45 a.m. on 13 January 2026 (or, in the case of an adjourned General Meeting, not less than 48 hours (excluding any part of such 48 hour period falling on a non-working day) prior to the time and date set for the adjourned General Meeting).
- 13
- Completion and return of this Form of Proxy or the appointment of a proxy via CREST or electronically, will not prevent you from attending, speaking and voting at the General Meeting, or any adjournment thereof, in person should you wish to do so. If you have appointed a proxy and attend the General Meeting and vote in person, your proxy appointment will automatically be terminated.
- 14
- In the case of joint Walker Crips Shareholders, the vote of the senior joint holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose, seniority will be determined by the order in which their names appear on the register of members in respect of the relevant joint holding.
- 15
- A Walker Crips Shareholder which is a corporation may appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member, provided that if two or more corporate representatives purport to vote in respect of the same shares, if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way, and in other cases the power is treated as not exercised.
- 16
- You may not use any electronic address provided either in this Form of Proxy, in the notice of the General Meeting or in any related documents to communicate with the Company for any purposes other than those expressly stated.
- 17
- Any alterations to this Form of Proxy should be initialled by the person who has signed the form.

If you wish to appoint a proxy please complete and return this Form of Proxy to Neville Registrars using the pre-paid envelope provided. If documents are posted outside the United Kingdom, please return this Form of Proxy in an envelope to Neville Registrars, Neville House, Steelpark Road, Halesowen B62 8HD and pay the appropriate postage charge.

Walker Crips Group PLC

(A company incorporated in England and Wales with registered number 01432059)

FORM OF PROXY

I/We _____ being (a) member(s) of the Company and entitled to vote at the General Meeting, hereby appoint

(Please only complete if appointing someone other than the Chair of the Meeting)

or failing him/her, the Chair of the Meeting as my/our proxy, to attend, speak and vote for me/us and on my/our behalf at the General Meeting of the Company, to be held on 15 January 2026 at the offices of DWF Law LLP, 20 Fenchurch Street, London, EC3M 3AG at 10:45 a.m. (or as soon thereafter as the Court Meeting concludes or is adjourned) and at any adjournment thereof.

Special Resolution

- 1
- To give authority to the directors of the Company to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect, as set out in the notice of the General Meeting, including to amend the Company's articles of association and (conditional on the Scheme becoming Effective) the re-registration of the Company as a private limited company with the name "Walker Crips Group Limited"
- FOR
- AGAINST
- WITHHELD
-
-
-

Your Personal Proxy Registration Code is: ABCD-123-EFG

If you are planning to attend the General Meeting, please tick the following box: ☐

Mark this box with an "X" if you are appointing more than one proxy: ☐

Signed:

Leave blank to authorise your proxy to act in relation to your full entitlement or enter the number of shares in relation to which your proxy is authorised to vote:

Date:

DD

-

MM

-

YY



Attendance Card



123-0

Name

Address 1

Address 2

Address 3

Address 4

Address 5

Address 6

The General Meeting will start at 10:45 a.m. (or as soon thereafter as the Court Meeting concludes or is adjourned) and is being held on 15 January 2026 at the offices of DWF Law LLP, 20 Fenchurch Street, London, EC3M 3AG.

If you plan to attend the General Meeting, please bring this card with you to ensure you gain entry as quickly as possible.

Please present this card at the registration desk. It will be used to show that you have the right to attend, speak and vote at the General Meeting.

